

the X-MEN

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MARVEL
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PRODUCTIONS

"WHERE WALKS
THE
JUGGERNAUT!"



4

COMPLETE FISHING OUTFITS

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2 LOADED TACKLE BOXES • 73 DEADLY LURES

NEW 1965 MODELS

463 PIECES

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EVERYTHING SHOWN

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FOR THE
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CASTING
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NO BACKLASHARGOSY DIRECT DRIVE
TROLLING
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BLACK MAGIC
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X-MEN! THE MOST UNUSUAL TEEN-AGERS OF ALL TIME!

"WHERE WALKS THE JUGGERNAUT!"

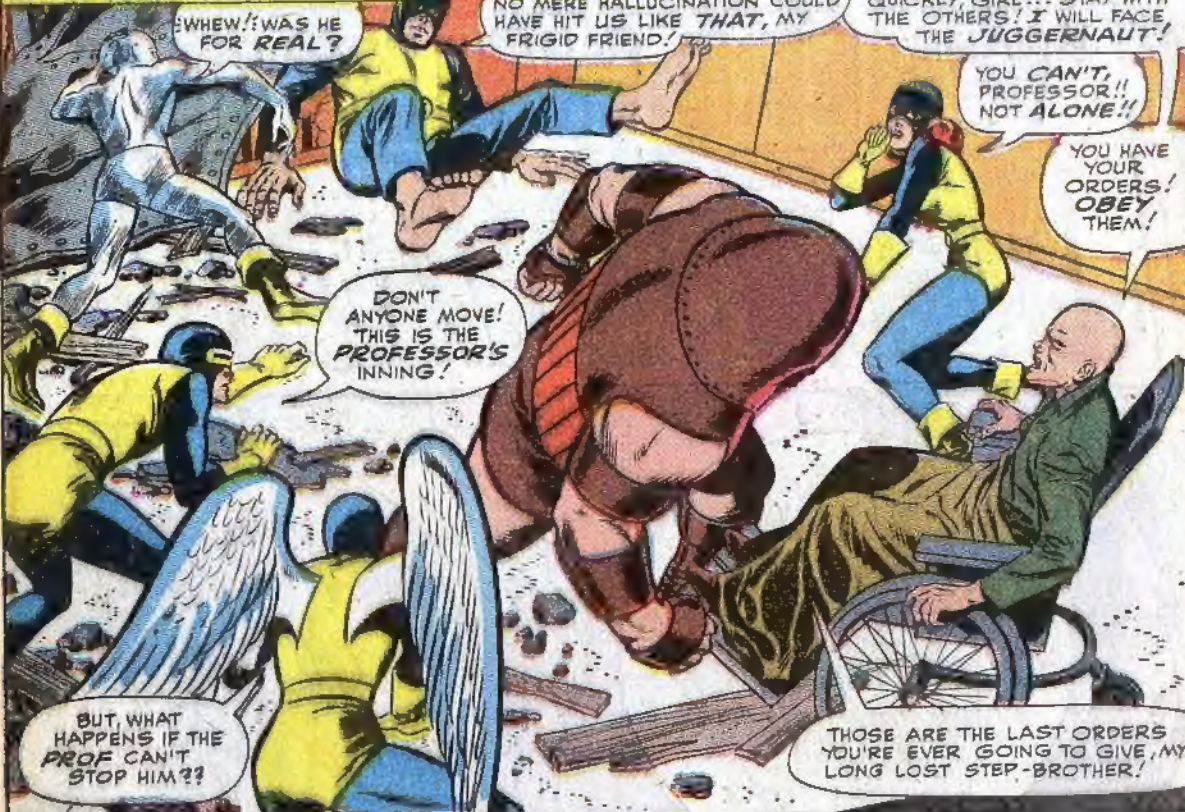
LAST ISSUE WE SAW HOW **CAIN MARKO**, THE SINISTER STEP-BROTHER OF PROFESSOR X, STUMBLED ONTO THE LONG-LOST **TEMPLE OF CYTTORAK** DURING THE KOREAN WAR... DARING TO TOUCH THE FORBIDDEN RUBY, THEREBY TRANSFORMING HIMSELF INTO A **HUMAN JUGGERNAUT!**

AND NOW, OBSESSED WITH A BURNING DESIRE TO DESTROY HIS STEP-BROTHER, HE HAS FOUND **PROFESSOR X** AT LAST...!

HE SMASHED THROUGH OUR STRONGEST DEFENSES AS THOUGH THEY WERE CARDBOARD! AND NOW, THIS IS THE MOMENT I'VE DREADED FOR YEARS!

STORY BY SMILIN'
STAN LEE
LAYOUTS BY JOLLY
JACK KIRBY
PENCILLING BY
JAY GAVIN
INKING BY
JOE SINNOTT
LETTERING BY SWINGIN'
SAM ROSEN

AS THE DEADLY JUGGERNAUT STEADILY APPROACHES UNTIL HE IS ALMOST UPON THE MOTIONLESS PROFESSOR, THE OTHER X-MEN, DAZED AND SHAKEN, SLOWLY RECOVER FROM THE STAGGERING IMPACT OF THE RELENTLESS ATTACK...



WHEW!! WAS HE FOR REAL?

NO MERE HALLUCINATION COULD HAVE HIT US LIKE THAT, MY FRIGID FRIEND!

QUICKLY, GIRL... STAY WITH THE OTHERS! I WILL FACE THE JUGGERNAUT!

YOU CAN'T, PROFESSOR!! NOT ALONE!!

YOU HAVE YOUR ORDERS! OBEY THEM!

DON'T ANYONE MOVE! THIS IS THE PROFESSOR'S INNING!

BUT, WHAT HAPPENS IF THE PROF CAN'T STOP HIM??

THOSE ARE THE LAST ORDERS YOU'RE EVER GOING TO GIVE, MY LONG LOST STEP-BROTHER!

IT TOOK ME ALL THESE YEARS TO FREE MYSELF OF THE TONS OF STONE I HAD BEEN BURIED UNDER IN KOREA * ... BUT THE WAIT WAS WORTH IT!

BECAUSE I PLANNED THIS TRIUMPHANT MOMENT ALL THAT TIME!

SEE THE POWER OF THE JUGGERNAUT! MY BODY IS SO CHARGED WITH BOUNDLESS ENERGY THAT I EXUDE WAVES OF FORCE EVEN WHEN STANDING STILL!

HE'S SPEAKING THE TRUTH! THE SHEER AURA OF STRENGTH ABOUT HIM IS ENOUGH TO PUSH MY WHEELCHAIR BACK!

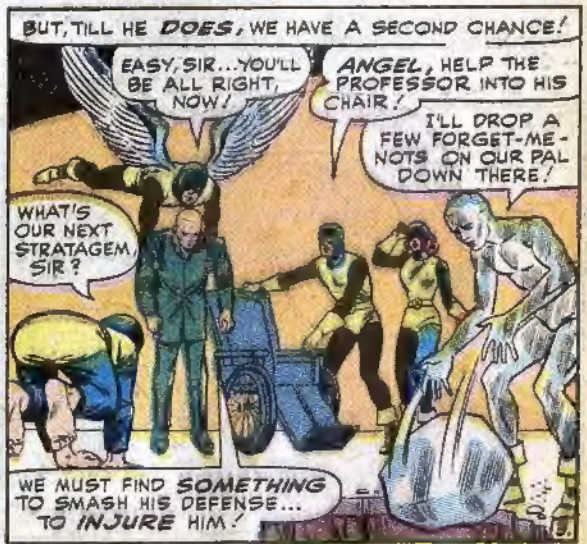
* WE SAW THE ENTIRE AWESOME SPECTACLE IN X-MEN # 12 ... STAN.

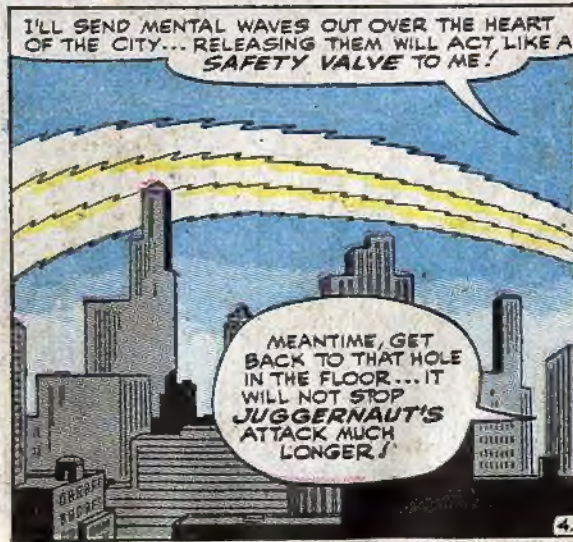
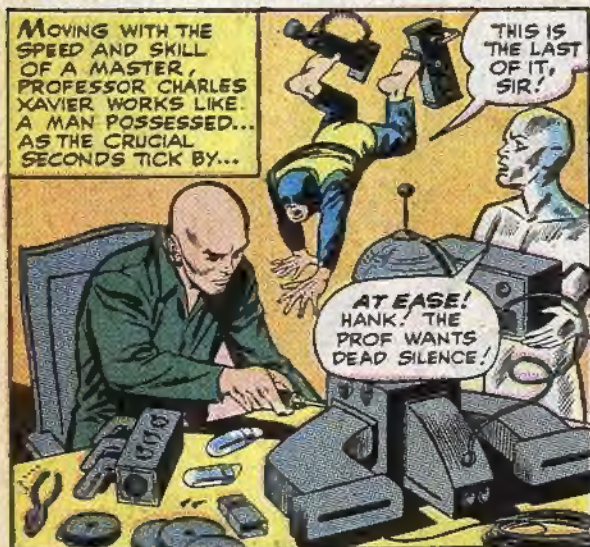
AND NOW, I'VE TOYED WITH YOU LONG ENOUGH! I CANNOT RESTRAIN MYSELF ANOTHER MINUTE! YOU MUST BE DESTROYED NOW ... NOW AND FOREVER!

YOU FORGET ONE THING... I STILL HAVE A WEAPON... THE SUPREME WEAPON...



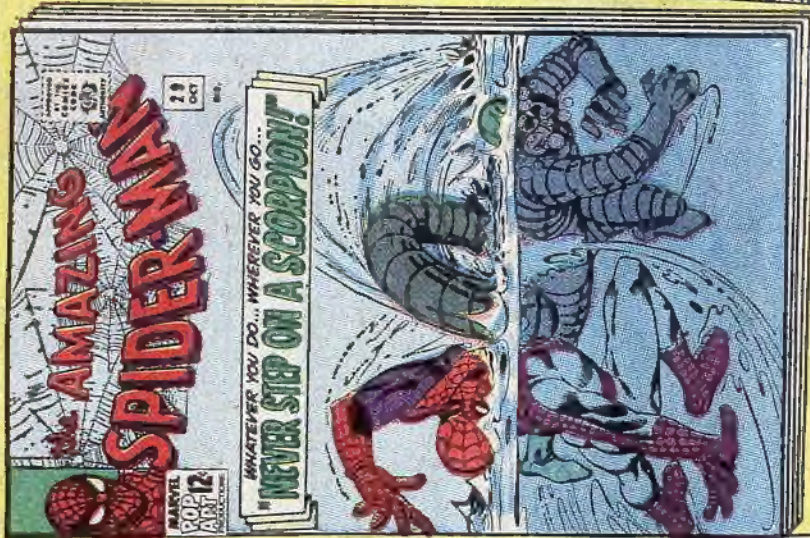
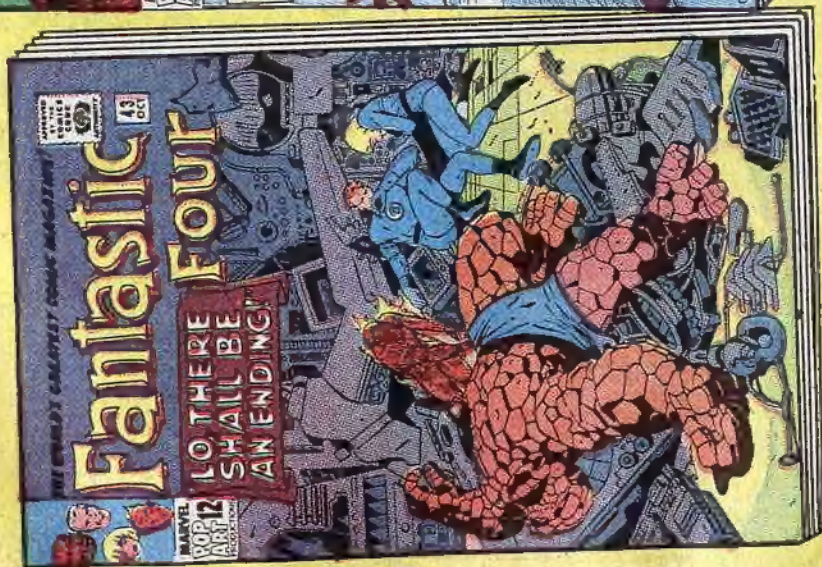
YOU'RE BLUFFING! BUT IT WON'T HELP YOU! WHAT WEAPON CAN YOU POSSIBLY HAVE... TO STOP ME?





CONTINUED AFTER NEXT PAGE

MORE TRIUMPHS FOR MARVEL...!



NOW ON SALE

THROW YOUR VOICE



Throw your voice into trunks, behind doors, everywhere. Instrument fits in your mouth and out of sight. Feel teacher, friends and family. Free book on "How to become a ventriloquist." No. 137 25¢

SILENT DOG WHISTLE



This whistle can't be heard by human ears, but Rover can hear it half a mile away. Your dog will understand that this whistle is for him alone. Be amazed how quickly he responds. No. 701 \$1.00

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Drop in a coin and the turntable revolves to a jilling melody. . . . Just like the modern juke box that youngsters adore. Make savings a pleasure—money mounts up. Made of sturdy metal. 4 1/2" x 4". No. 05 \$1.50

MAGIC CARDS

Deck is marked and stripped. Can be read from the back but looks like ordinary deck. With instructions for 10 terrific tricks. No. 183 \$1.95

SURPRISE PACKAGE



Are you willing to take a chance? We won't tell you what you get, but because you're willing to gamble, we'll give you more than your money's worth. Only 50¢ No. 478 50¢

AMAZING MINIATURE RADIO

This tiny, feather weight radio operates without batteries, without tubes, but brings you years of listening pleasures. There's nothing to wear out, nothing to replace. No. 044 \$2.95

YOU, TOO, CAN BE TOUGH

Master Jiu Jitsu and you'll win any fight. This book gives all the grips, blocks, etc. which are so effective in counter-attack. FREE book on how to perform strong man stunts also included. No. 224 \$1.00

SEE BEHIND GLASSES

A specially treated pair of sunglasses with secret mirrors that enable you to see behind you without anyone knowing you're watching. Really comes in handy at times. No. 30 75¢

TREASURE CHEST OF FUN

MONSTER SIZE MONSTERS



A full 8 foot tall in authentic full color and so very life-like you'll probably find yourself talking to them. We have these two all-time favorites — spine-chilling Frankenstein, and the mad vampire Dracula. Reproduced on Durable Plastic Stock. No. F17 1.00



X-RAY SPECS
Slip on a pair of X-Ray Specs and you won't believe your eyes! Based on an optical illusion principle, they allow you to seemingly "see" the bones of your hands. Riteous fun at parties — your friends will think you can see right through them! C-R-4-2-7 No. FL \$1.00

WORMS

Drop these seemingly innocent pellets into a glass of water and magically a worm will appear. Can you imagine the look of horror on your victims face? It's harmless. No. 812 15¢



JOY BUZZER

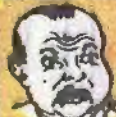


The most popular joke novelty in years! Wind up and wear it like a ring. When you shake hands, it almost raises the victim off his feet with a "shocking sensation." Absolutely harmless. Only 50¢ No. 239 50¢



MINIATURE SECRET CAMERA

Precision camera so small, it fits in cigarette pack. Weighs 2 1/2 ounces and takes 10 pictures per roll. Precision ground lens and time exposure shutter. Can be hidden anywhere. Complete with free roll of film. No. 788 \$1.00

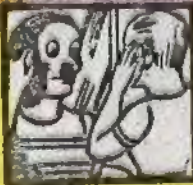


ONION GUM

You—Look like real chewing gum but tastes like . . . like . . . ORIONS! Its too funny to slice to a pack. No. 281 20¢

BIKE SPEEDOMETER

Now you can see how fast you're riding with this precision engineered speedometer for only 75¢. You can time yourself for racing, sports, distance. Just attach it to your handlebar and go. No. 199 75¢



TRICK BLACK SOAP

Ordinary looking piece of soap. Victim washes face and gets blacker and blacker. When he gets a look in the mirror, he'll be shocked. Harmless. No. 878 Only 50¢

AMAZING NEW SPACE PHONE SET—2-WAY—SENDS—RECEIVES

You can talk back and forth between houses, from room to room and from secret hiding places because it's portable — no electric wires — no batteries. Employs the principle of transmission by diaphragms and taut string. No. 194 65¢



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Rush me the items listed below. If I am not 100% satisfied, I may return any part of my purchase after 10 days Free trial for full refund of purchase price.

Item	Name of Item	How Many	Total Price

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☐ Send C.O.D. I will pay postman on delivery plus postage.

Name

Address

Sorry, we cannot ship orders for less than \$1.00. Kindly add 15¢ for postage and handling to all orders.

AND, EVEN AS THE PROFESSOR SPEAKS...

HAVEN'T THEY REALIZED YET THAT **NOTHING** CAN HOLD BACK THE **JUGGERNAUT**?

THIS SLIGHT DELAY WILL ONLY MAKE MY FINAL MOMENT OF TRIUMPH ALL THE MORE SATISFYING!



WHEN I RECEIVED MY POWER IN THE HIDDEN TEMPLE OF CYTTORAK, I BECAME **UNSTOPPABLE**! EVERYTHING MUST GIVE WAY TO THE **JUGGERNAUT'S** ATTACK... EVEN A SOLID WALL OF EARTH...



THIS, NO PIT CAN HOLD ME... FOR I POSSESS THE POWER TO HAMMER MY OWN HAND AND FOOTHOLDS...



HE'S COMING, CYKE! I'LL SWOOP DOWN AND HEAD HIM OFF!



NO! STAY WHERE YOU ARE!

MY OWN FORCE BEAM IS STRONGER... AND LESS DANGEROUS!

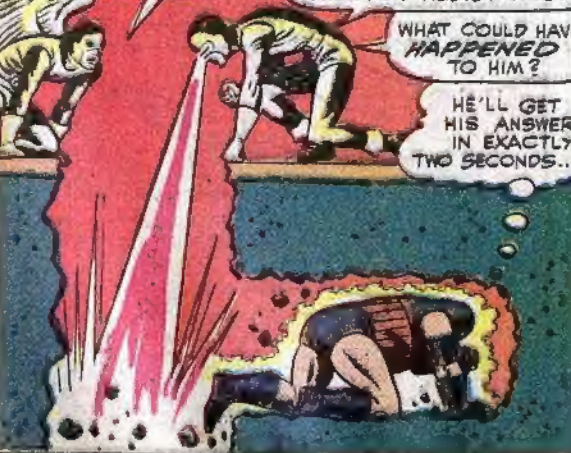
THE FOOLS! I'LL SHOW THEM HOW EASILY I CAN CHARGE THROUGH THEIR LAUGHABLE DEFENSES!

IS IT WORKING? ARE YOU FORCING HIM BACK?

I CAN'T TELL! THE GLARE FROM MY OPTIC RAY IS TOO BLINDING! BUT... I DON'T FEEL ANY RESISTANCE!

WHAT COULD HAVE HAPPENED TO HIM?

HE'LL GET HIS ANSWER IN EXACTLY TWO SECONDS...



HE'S RIGHT UNDER US! ANGEL... QUICK... TAKE TO THE AIR!



NO PUNY TEENAGERS CAN TRAP THE **JUGGERNAUT**!



AND, IN ONE OF THE MANY **TEEN BRIGADE** HEAD-QUARTERS THROUGHOUT THE EAST, THE MESSAGE IS ALSO RECEIVED... EVEN BY SOME YOUTHS WHO ARE **NOT** WEARING EARPHONES....

I DON'T **GET** IT! HOW CAN WE RECEIVE A RADIO CALL WITH OUR SET TURNED **OFF**?

THERE HASN'T BEEN A **SOUND**... AND YET, WE'RE **ALL** HEARING IT!

IT'S GOT NOTHING TO DO WITH THE RADIO!! WE'RE RECEIVING A **SUPER-POWERFUL THOUGHT TRANSMISSION!**

EVEN WITH NO RADIO RECEIVER NEARBY TO MAGNIFY THE MENTAL IMPULSE, ONE MAN WITH EXTRA KEEN AUDITORY POWERS "HEARS" THE UNCANNY SOUND IN THE MIDST OF A CROWDED COURTROOM...

PROCEED, MR. MURDOCK! I'M WAITING FOR YOUR CROSS-EXAMINATION!

THAT STRANGE MENTAL CALL... SOMETHING UNCANNY IS TAKING PLACE!

IF NOT FOR THIS TRIAL, I'D CHANGE TO **DAREDEVIL** AND TRACE IT TO ITS SOURCE!

SORRY, YOUR HONOR! I WAS JUST... COLLECTING MY THOUGHTS!

WHILE, BACK AT PROFESSOR XAVIER'S PRIVATE SCHOOL IN WESTCHESTER...

PROFESSOR, LET US RUSH YOU **AWAY** FROM HERE, WHILE THERE'S STILL TIME!

NO, JEAN! I CAN'T RUN FROM THE JUGGERNAUT! IF I'M UNABLE TO STOP HIM... THINK WHAT WILL HAPPEN WHEN HE INVADES THE CITY!

CAN'T I GO AND HELP THE OTHERS NOW, SIR?

VERY WELL, DELAY H-M ALL YOU CAN. EACH SECOND GAINED INCREASES MY OWN POWER!

THEN, AT THAT MOMENT...

THE JUGGERNAUT IS **FREE** AGAIN! CYCLOPS AND THE ANGEL CAN'T IMPEDE HIS ADVANCE!

JEAN! BOBBY! WHY DON'T YOU WHISK THE PROFESSOR TO SOME REMOTE SPOT.. AS A PRECAUTIONARY MEASURE?

FLIGHT WILL SOLVE NOTHING, MY X-MEN! JOIN THE OTHERS, BEAST! JEAN, REMAIN WITH ME!

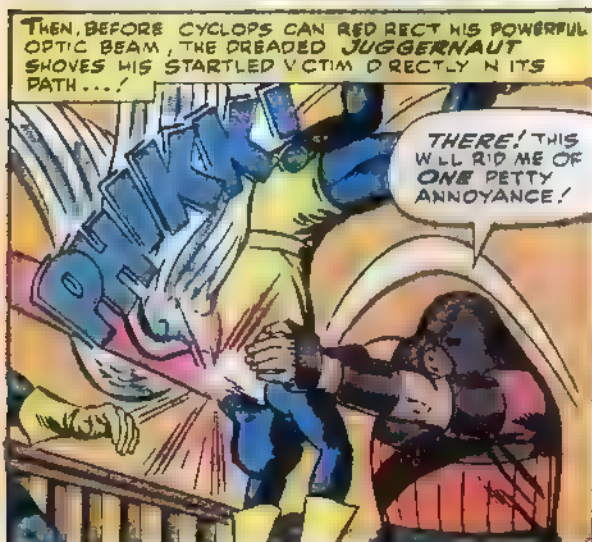
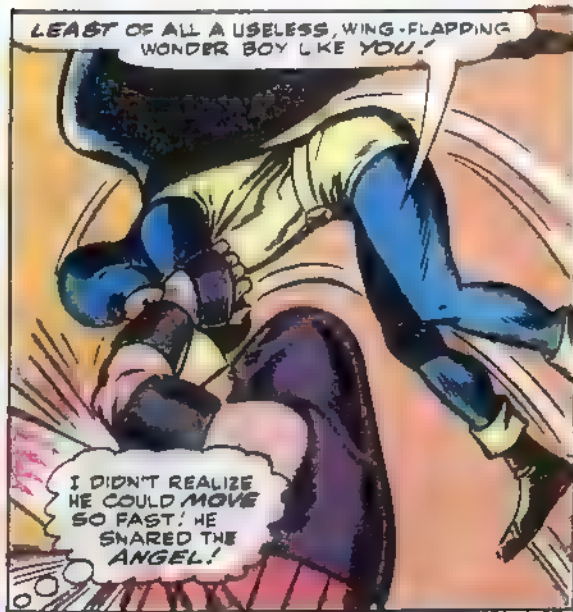
BUT, PROFESSOR... THEY MAY NEED **ME**, TOO....!

YOUR CHANCE WILL COME, GIRL! FOR THE MOMENT, I NEED YOU HERE!

CAREFUL, ICEMAN! IT WILL TAKE MORE THAN A HASTILY-FORMED FROZEN CLUB TO AFFECT THE JUGGERNAUT!

SCAMPER, BOBBY!! WE'RE NEEDED!

THERE'S GOTTA BE SOME WAY TO STOP HIM... THERE'S JUST GOTTA!



CONTINUED AFTER NEXT PAGE



Are you proud of your paycheck?

You could be . . . If you mastered Auto Mechanics, a well-paid trade

You have been thinking of improving yourself. You would like to get a technical education, so that you can qualify for a better job and greater security. Why not consider the automotive field, one of America's greatest? Over 7 million cars and trucks are sold each year. These, added to the 57 million vehicles already in use, provide a rich source of rewarding jobs for trained mechanics. The pay is well above average, work is steady and opportunities exist in almost any community.

Train at home for a better job or your own business

You don't need a formal education or previous experience to master auto mechanics. You can learn at home by devoting a few hours each evening and week-end to training. CTI, one of America's foremost auto training schools, will send lessons that are easy to read and understand. You'll receive tools and instruments, as well as shop projects, to help you gain experience as you learn. You keep your present job and switch to your new occupation when you are ready.

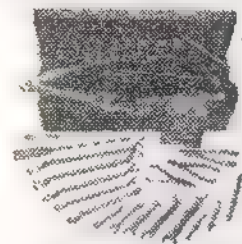
30 Job Experience Projects Included

CTI lessons are written in simple English and fully illustrated. Thousands have learned auto mechanics through lessons alone. To make it still easier to apply "lesson learning," to actual auto repairing, and to build your confidence, CTI provides each student with 30 Job Experience Projects. This practical instruction will encourage you to begin repairing cars as you train, and earn money in spare time. It will help you get experience.

Student letters prove training works

"Have started my own tune-up and brake shop"—G. Gunz, Cal. "Am proud I finished course. Have two job offers."—Barden Vance, Ind. "Am working as a mechanic and earn twice what I used to. Made \$25 a week as I trained."—Jerome Slowik, Ill. "Am now a senior auto mechanic. Made \$800 during training."—Ronald Wharton, Ind.

15 KITS OF TOOLS AND TESTING INSTRUMENTS



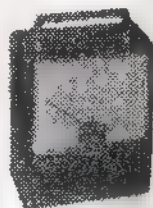
MECHANIC'S TOOLS INCLUDING SOCKET SET AND TRAY



TORQUE WRENCH



VISCO-ANALYZER (VOLT-AMPERE TESTER)

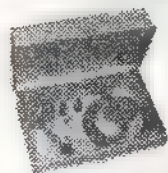


CAM ANGLE TACHOMETER



Many earn cash in spare time

Many CTI students begin repair work before they graduate—some after a few lessons. They report that they save money fixing their own cars. Many do repair and service work for friends. With their profits they pay tuition, sometimes earn enough to build and outfit a repair shop. Full time businesses often develop this way.



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STARTER CURRENT INDICATOR



BATTERY CELL TESTER



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Testing instruments help locate engine and electrical system troubles quickly, save time and effort. You also get a set of mechanic's tools. Only CTI sends this much equipment.

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As part of your training, CTI also sends instruction on either Diesel Mechanics or Body & Fender Rebuilding. These lessons may add considerably to your earning potential. No extra charge. Only CTI gives you a choice.

Clip coupon before turning page — Be sure to fill out and mail today

Clip out, fill out and mail the handy coupon, or write on a postcard. CTI will mail complete information on opportunities for skilled mechanics, and descriptions of lessons, job experience projects, tools and instruments. These booklets are free. By reading the facts, you can judge for yourself whether you'd like to get into the well-paid secure automotive field. Act today!



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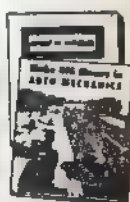
DEPT. A-540

Send me your opportunity booklet, *Make Big Money in Auto Mechanics*. Also, *Sample Lessons*. Both FREE.

Name _____ Age _____

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AND, EVEN AS THE BATTLE RAGES, TEENAGER **JOHNNY STORM** CLIMBS INTO A FRIEND'S RACING CAR IN A LOCAL GARAGE MANY MILES AWAY...

NOT A BAD LITTLE CRATE YOU'VE GOT HERE, CHARLIE! I HOPE I'LL BE ABLE TO JOIN YOU WHEN YOU TRY HER OUT ON THE SALT FLATS!

AW, YOU'LL PROBABLY BE CUTTIN' AROUND TOWN AFTER SOME NUTTY SUPER-VILLAIN, JOHNNY!

BEATS ME WHY ANYONE WOULD WANNA BE A COSTUMED CRIME-FIGHTER WHEN HE COULD SPEND HIS TIME WITH RACIN' CARS INSTEAD!

Y'KNOW SOMETHIN', FELLAS? I'VE OFTEN WONDERED THE SAME THING MYSELF! MAYBE I'M A MENTAL CASE AND DON'T KNOW IT!

UH-OH! THERE MAY BE MORE TRUTH TO THAT THAN I THOUGHT! NOW I'M BEGINNING TO HEAR THINGS... INSIDE MY BRAIN!

NO! I'M NOT HEARING THINGS! IT'S A MENTAL THOUGHT WAVE... AND IT'S SO STRONG I CAN ALMOST TOUCH IT!

HEY, JOHNNY... WHAT'S SHAKIN'? YOU LOOK LIKE YOU SAT ON A TACK!

CLAM UP, YOU GUYS! SOMETHING'S GOIN' ON!

I KNEW IT! ANY MINUTE NOW HE'LL YELL FLAME ON 'N' GO FLYING OUTTA HERE!

IT'S FROM THE LEADER OF THE X-MEN! NOW THAT HE'S MADE CONTACT, HE'S BEAMING A MESSAGE RIGHT TO ME! THEY'RE IN TROUBLE... BIG TROUBLE!

HEY, JOHNNY! IF YOU'RE GONNA DAY-DREAM, DO IT AT DORRIS' HOUSE, HUH? I WANNA FINISH WORKIN' ON MY CHARIOT!

BUT, HOW CAN I BE SURE? REED WARNED ME THAT ANY OF OUR OLD ENEMIES ARE APT TO SET ALL KINDS OF TRAPS FOR US... TO PREVENT HIS WEDDING FROM TAKING PLACE! *

FOR ALL I KNOW, DR. DOOM COULD BE PLANTING THIS THOUGHT IN MY BRAIN, OR THE WIZARD!

ANYWAY, I HESITATED TOO LONG... THE CONTACT IS FADING AWAY... I'VE LOST IT!

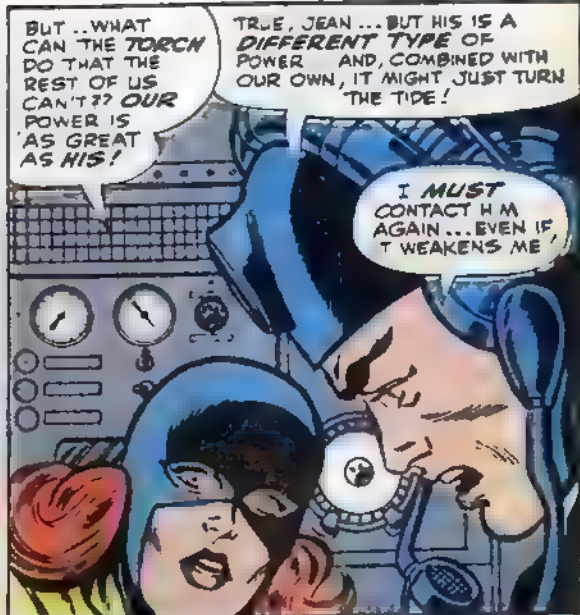
* DON'T TAKE OUR WORD FOR IT... SEE THE GREAT F.F. ANNUAL #4, ON SALE NOW!..STAN.



PROFESSOR!
WHAT'S
WRONG?
WHAT IS
IT?

I ACCIDENTALLY REACHED THE
HUMAN TORCH! THEN I THOUGHT
OF A WAY HE COULD **HELP US**!
BUT HE DIDN'T TRUST HIS SENSES!

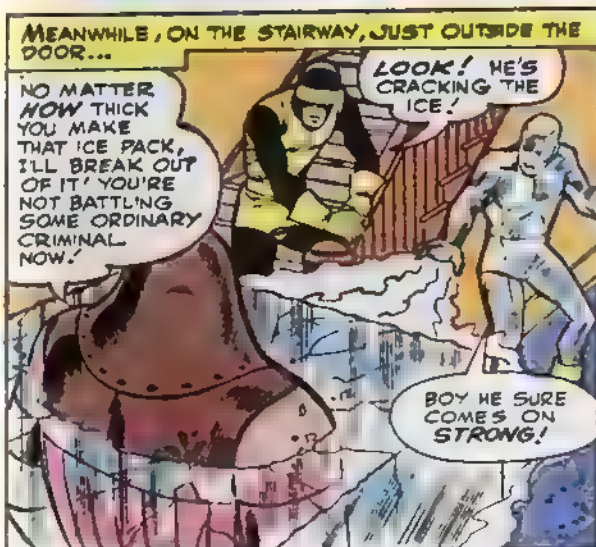
AND I DARE NOT WASTE TOO
MUCH MENTAL ENERGY BY PRO-
LONGING THE CONTACT IN ORDER
TO **CONVINCE HIM**



BUT...WHAT
CAN THE **TORCH**
DO THAT THE
REST OF US
CAN'T? **OUR**
POWER IS
AS GREAT
AS **HIS!**

TRUE, JEAN... BUT HIS IS A
DIFFERENT TYPE OF
POWER AND, COMBINED WITH
OUR OWN, IT MIGHT JUST TURN
THE TIDE!

I MUST
CONTACT HIM
AGAIN... EVEN IF
IT WEAKENS ME

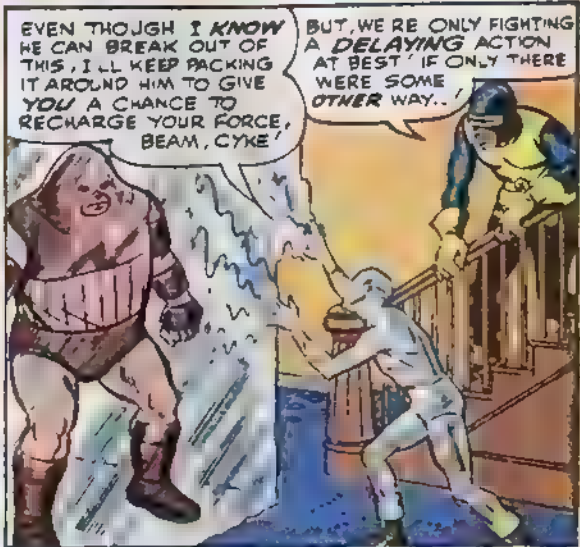


MEANWHILE, ON THE STAIRWAY, JUST OUTSIDE THE
DOOR...

NO MATTER
NOW THICK
YOU MAKE
THAT ICE PACK,
I'LL BREAK OUT
OF IT! YOU'RE
NOT BATTLING
SOME ORDINARY
CRIMINAL
NOW!

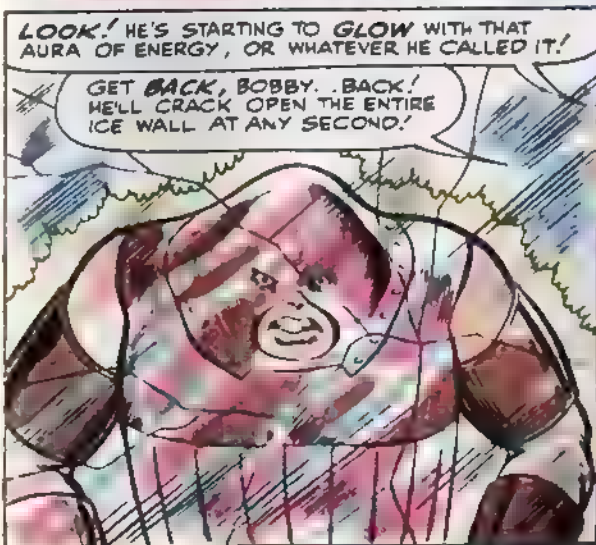
LOOK! HE'S
CRACKING THE
ICE!

BOY HE SURE
COMES ON
STRONG!



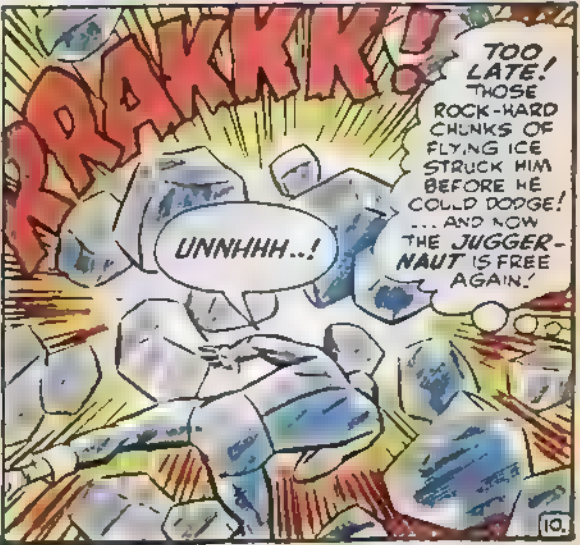
EVEN THOUGH I KNOW
HE CAN BREAK OUT OF
THIS, I'LL KEEP PACKING
IT AROUND HIM TO GIVE
YOU A CHANCE TO
RECHARGE YOUR FORCE,
BEAM, CYKE!

BUT, WE'RE ONLY FIGHTING
A **DELAYING ACTION**
AT BEST! IF ONLY THERE
WERE SOME
OTHER WAY...



LOOK! HE'S STARTING TO **GLOW** WITH THAT
AURA OF ENERGY, OR WHATEVER HE CALLED IT!

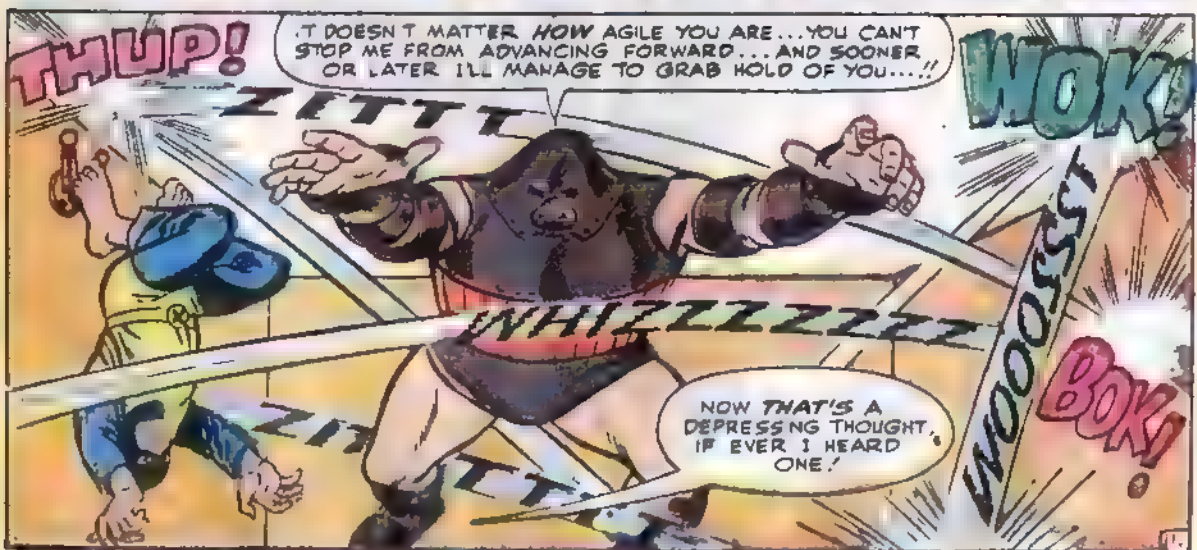
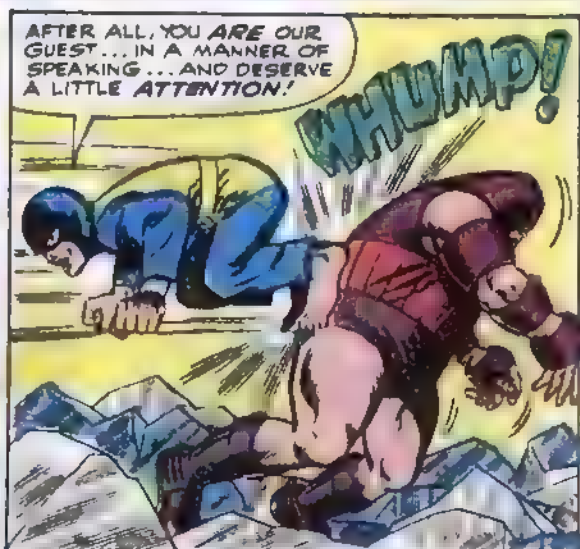
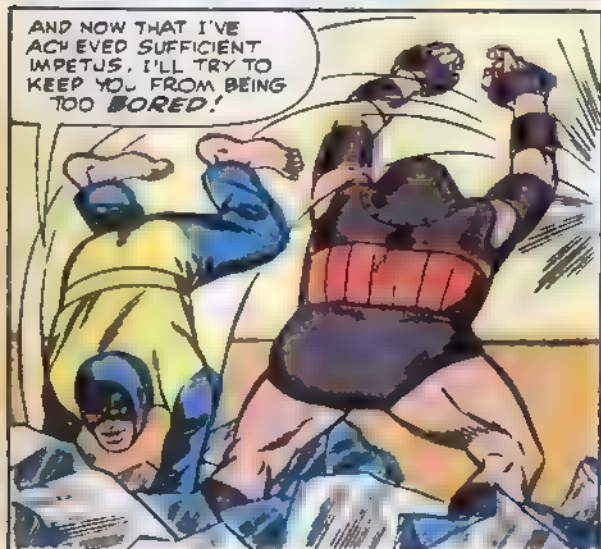
GET **BACK**, BOBBY... **BACK!**
HE'LL CRACK OPEN THE ENTIRE
ICE WALL AT ANY SECOND!

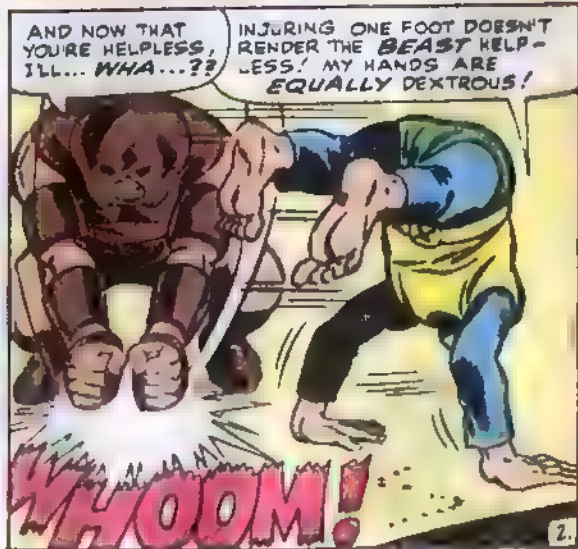
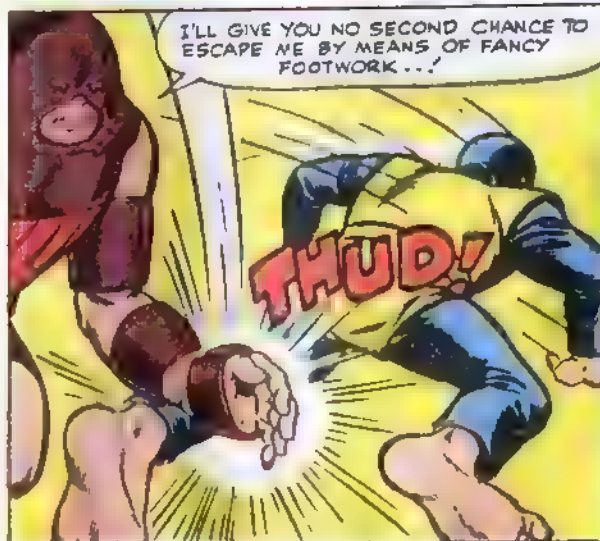
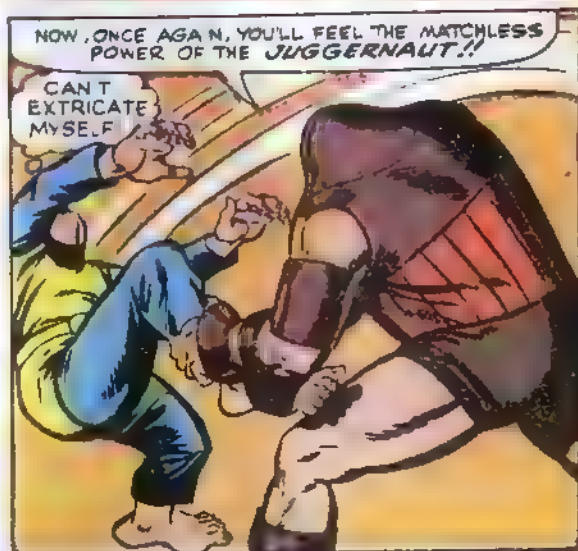
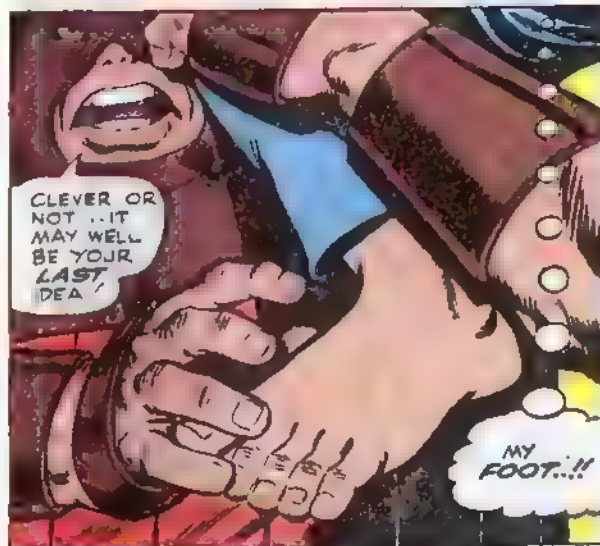
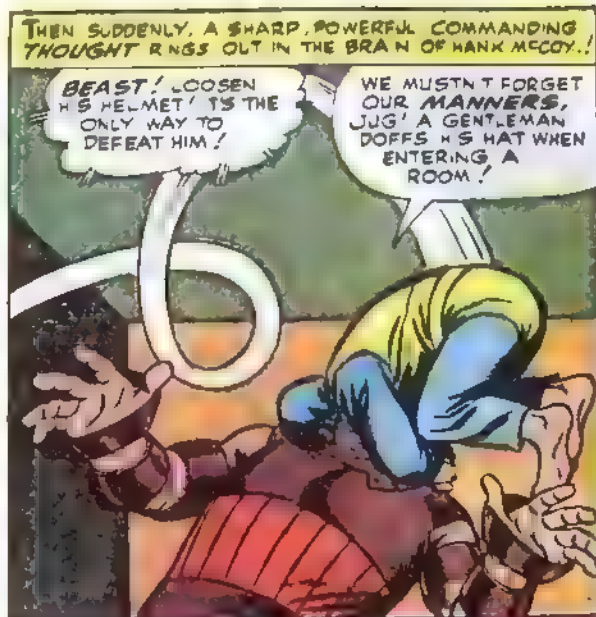


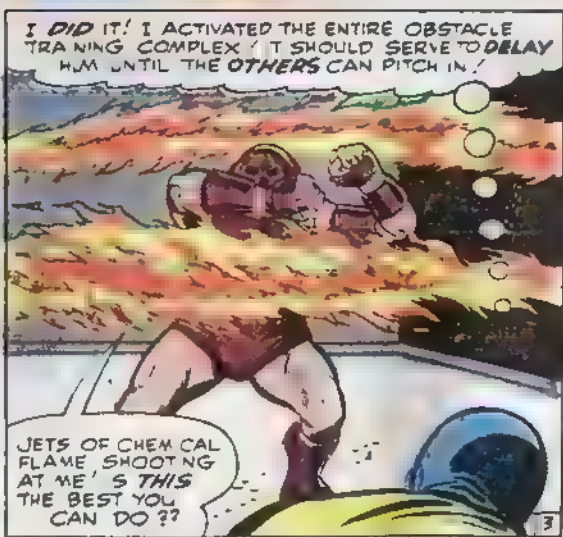
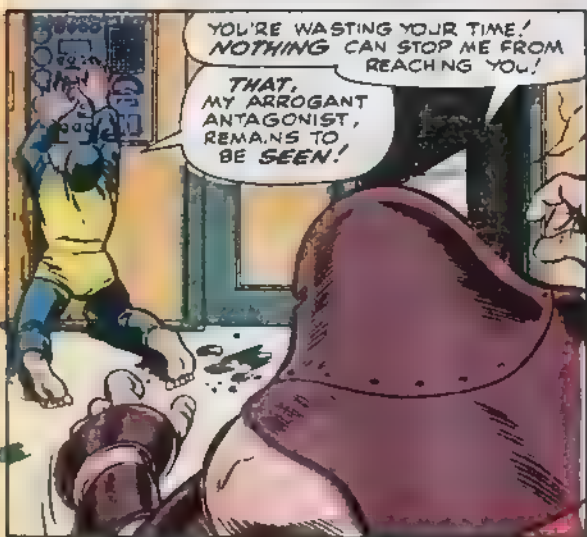
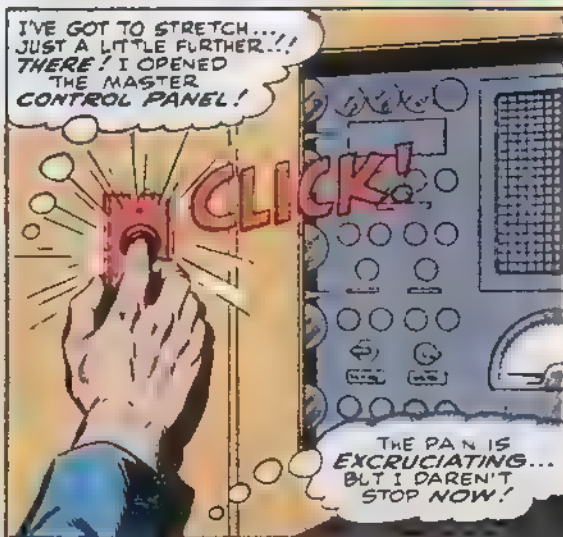
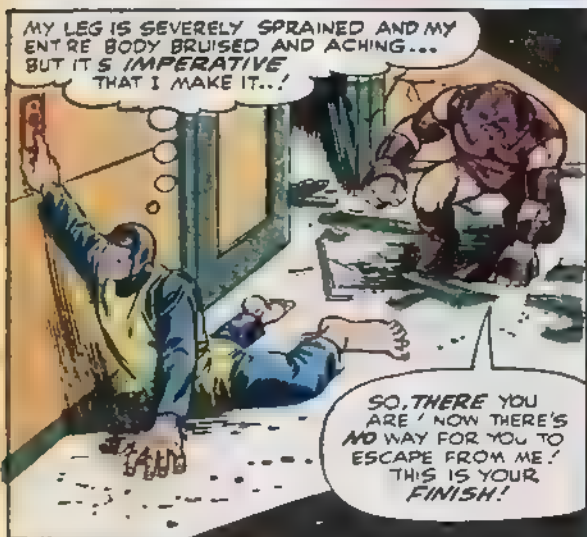
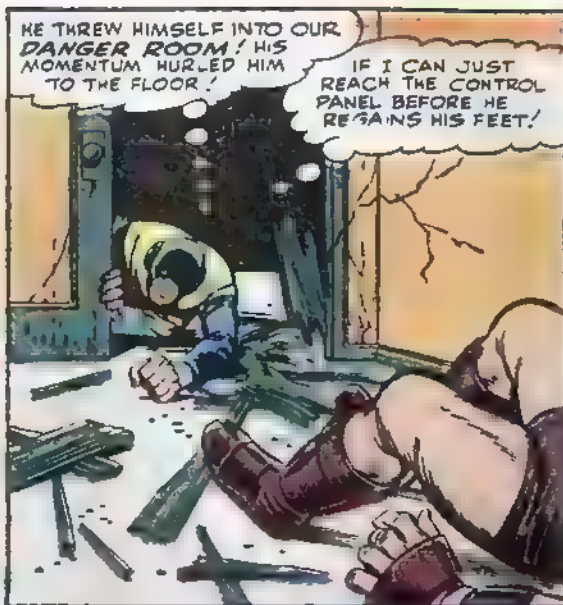
KRAKKKK!

UNNNHHH...!

TOO LATE!
THOSE
ROCK-HARD
CHUNKS OF
FLYING ICE
STRUCK HIM
BEFORE HE
COULD DODGE!
...AND NOW
THE **JUGGER-
NAUT** IS FREE
AGAIN!







CONTINUED AFTER NEXT PAGE



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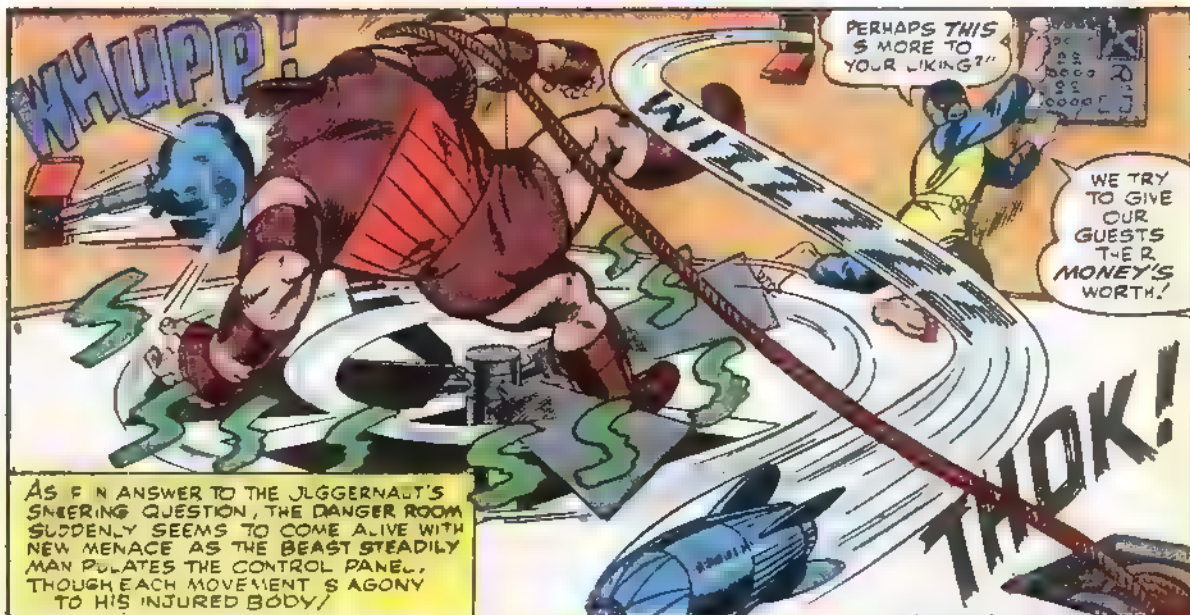
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Littleton, New Hampshire 03561

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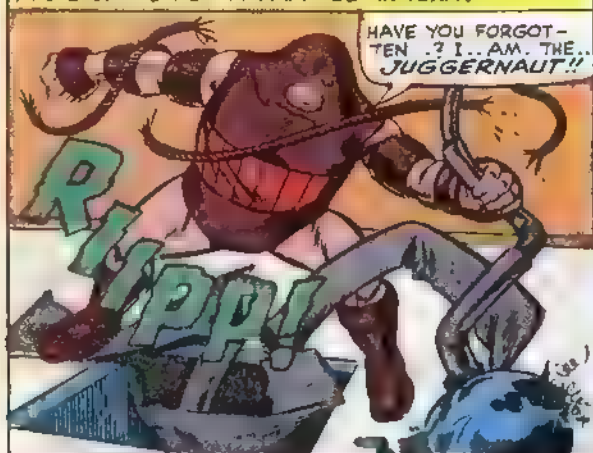
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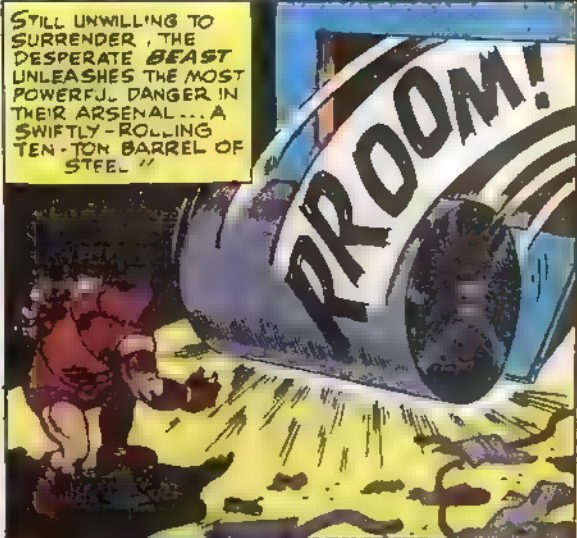


AS AN ANSWER TO THE JUGGERNAUT'S SMILING QUESTION, THE DANGER ROOM SUDDENLY SEEMS TO COME ALIVE WITH NEW MENACE AS THE BEAST STEADILY MANIPULATES THE CONTROL PANEL, THOUGH EACH MOVEMENT S AGONY TO HIS INJURED BODY.

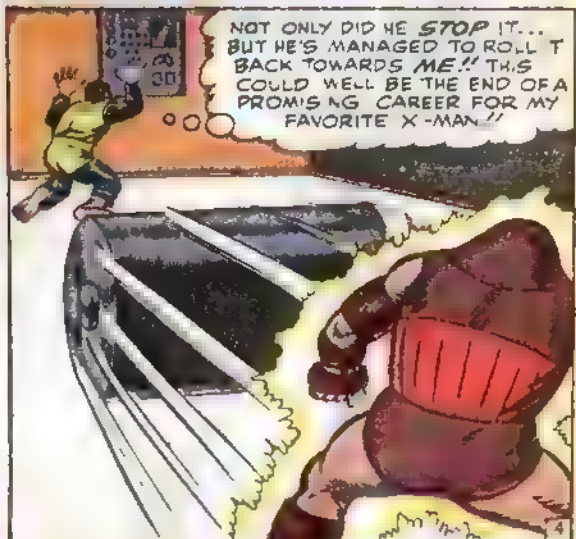
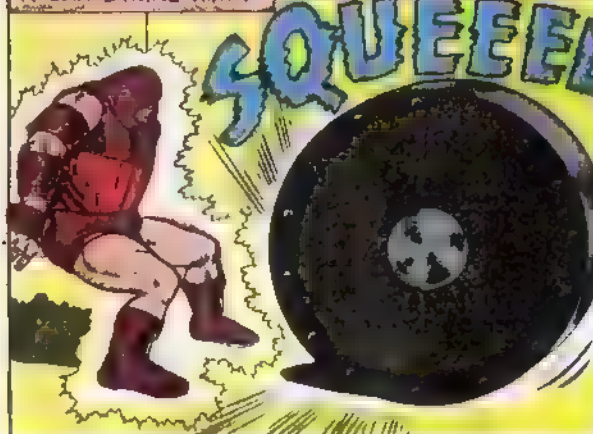
BUT, THE SUPER-NATURAL POWER OF THE JUGGERNAUT IS ALMOST INCALCULABLE! DESPITE ALL THE DANGERS, HE FORGES AHEAD, SMASHING EACH AND EVERY BIT OF APPARATUS IN TURN!

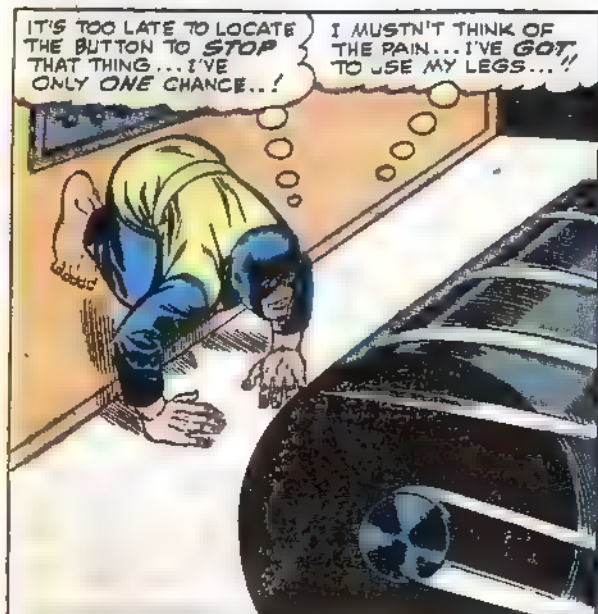


STILL UNWILLING TO SURRENDER, THE DESPERATE BEAST UNLEASHES THE MOST POWERFUL DANGER IN THEIR ARSENAL... A SWIFTLY-ROLLING TEN-TON BARREL OF STEEL!



THUS THE RESISTIBLE FORCE MEETS THE IMMOVABLE OBJECT. AN OBJECT FROM WHOSE BODY FLOWS A CURRENT OF SUCH POTENT ENERGY THAT THE MIGHTY STEEL ROLLER IS STOPPED COLD, BEFORE IT CAN STRIKE HIM!!



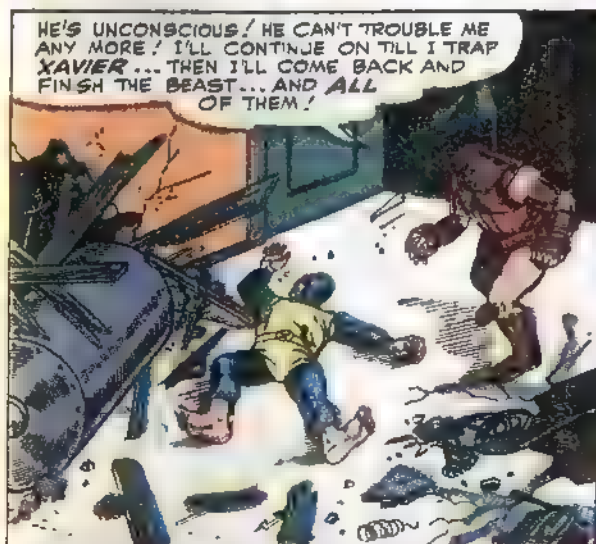


IT'S TOO LATE TO LOCATE THE BUTTON TO STOP THAT THING... I'VE ONLY ONE CHANCE...

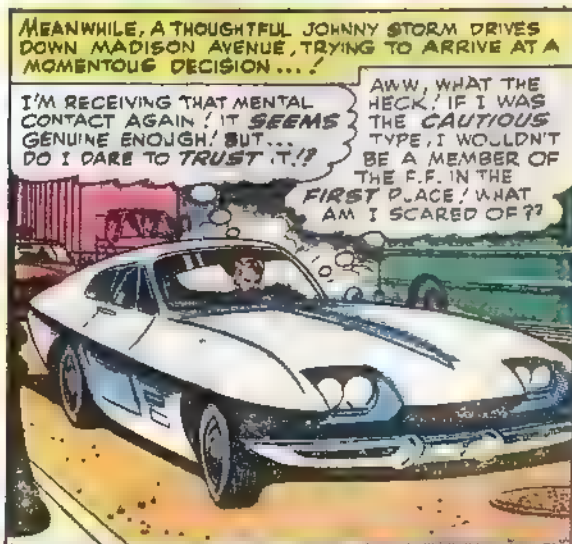
I MUSTN'T THINK OF THE PAIN... I'VE GOT TO USE MY LEGS...



...UHHHH!... BECAUSE OF MY LEG... COULDN'T LEAP HIGH ENOUGH... JUST... UHH!!



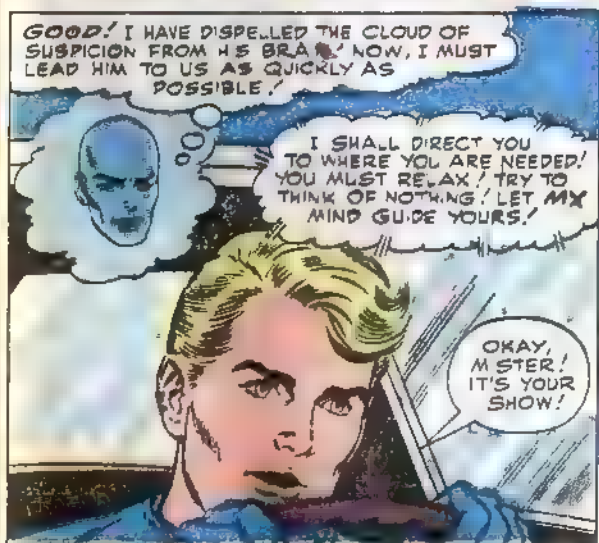
HE'S UNCONSCIOUS! HE CAN'T TROUBLE ME ANY MORE! I'LL CONTINUE ON TILL I TRAP XAVIER... THEN I'LL COME BACK AND FINISH THE BEAST... AND ALL OF THEM!



MEANWHILE, A THOUGHTFUL JOHNNY STORM DRIVES DOWN MADISON AVENUE, TRYING TO ARRIVE AT A MOMENTOUS DECISION...

I'M RECEIVING THAT MENTAL CONTACT AGAIN! IT SEEMS GENUINE ENOUGH, BUT... DO I DARE TO TRUST IT?!

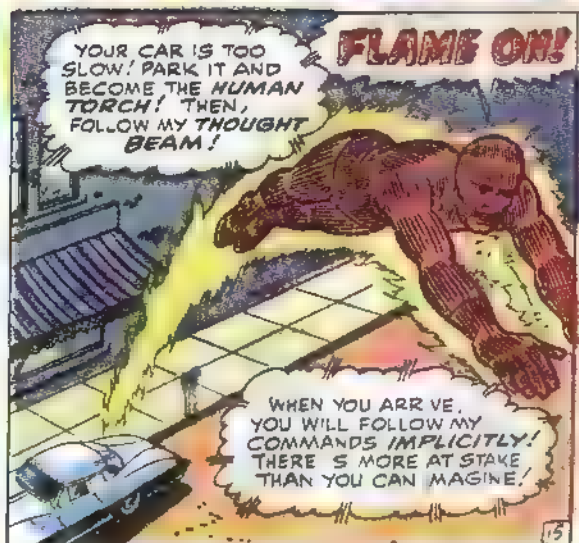
AWW, WHAT THE HECK! IF I WAS THE CAUTIOUS TYPE, I WOULDN'T BE A MEMBER OF THE F.F. IN THE FIRST PLACE! WHAT AM I SCARED OF??



GOOD! I HAVE DISPELLED THE CLOUD OF SUSPICION FROM HIS BRAIN! NOW, I MUST LEAD HIM TO US AS QUICKLY AS POSSIBLE!

I SHALL DIRECT YOU TO WHERE YOU ARE NEEDED! YOU MUST RELAX! TRY TO THINK OF NOTHING! LET MY MIND GUIDE YOURS!

OKAY, MISTER! IT'S YOUR SHOW!



YOUR CAR IS TOO SLOW! PARK IT AND BECOME THE HUMAN TORCH! THEN, FOLLOW MY THOUGHT BEAM!

FLAME ON!

WHEN YOU ARRIVE, YOU WILL FOLLOW MY COMMANDS IMPLICITLY! THERE'S MORE AT STAKE THAN YOU CAN IMAGINE!



THEN, BACK AT THE WORLD'S MOST UNUSUAL PRIVATE SCHOOL ...

DID YOU CONTACT HIM, PROFESSOR?

YES, JEAN! AND NOW...IT'S TIME FOR ME TO ENTER THE PICTURE! MY BRAIN HAS BEEN FORTIFIED TO THE MAXIMUM DEGREE!

IF I AM EVER TO DEFEAT THE JUGGERNAUT, IT MUST BE NOW!

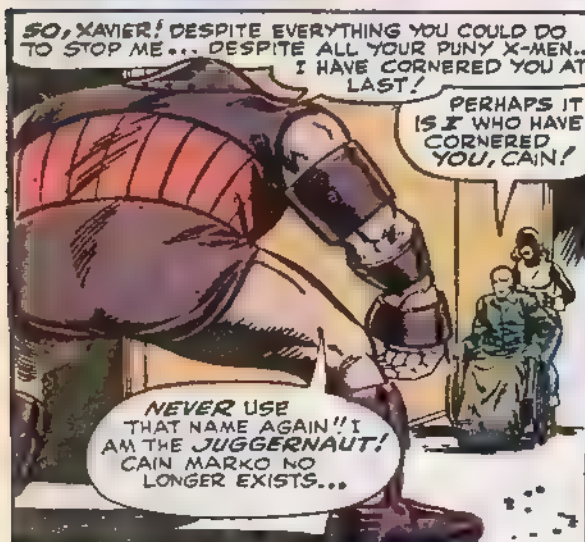


BE ON GUARD, MY DEAR...WE'RE ALMOST UPON HIM!

I DON'T KNOW, SIR! I HAVEN'T SEEN HIM FOR THE PAST FEW MINUTES!

HAS ANGEL RECOVERED FROM HIS ENCOUNTER WITH MY STEP-BROTHER YET? HIS MUTANT TALENTS ARE VERY IMPORTANT TO MY PLAN!

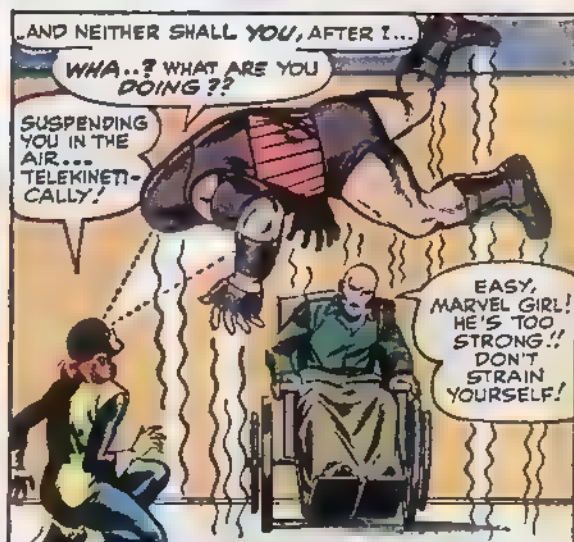
THERE'S JUGGERNAUT NOW!



SO, XAVIER! DESPITE EVERYTHING YOU COULD DO TO STOP ME... DESPITE ALL YOUR PUNY X-MEN... I HAVE CORNERED YOU AT LAST!

PERHAPS IT IS I WHO HAVE CORNERED YOU, CAIN!

NEVER USE THAT NAME AGAIN!! I AM THE JUGGERNAUT! CAIN MARKO NO LONGER EXISTS...

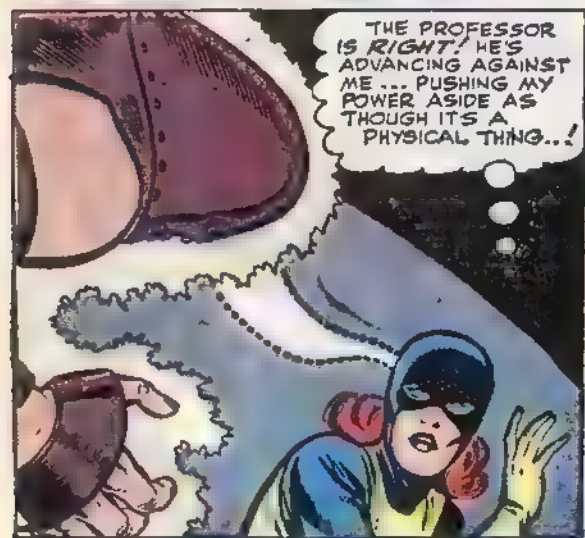


...AND NEITHER SHALL YOU, AFTER I...

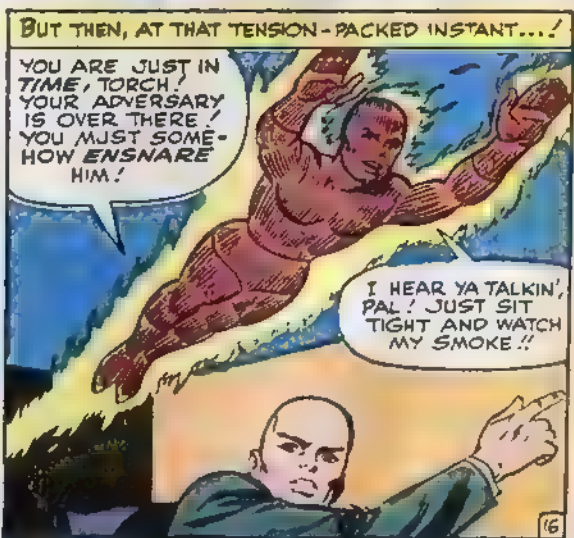
WHA...? WHAT ARE YOU DOING??

SUSPENDING YOU IN THE AIR... TELEKINETICALLY!

EASY, MARVEL GIRL! HE'S TOO STRONG!! DON'T STRAIN YOURSELF!



THE PROFESSOR IS RIGHT! HE'S ADVANCING AGAINST ME... PUSHING MY POWER ASIDE AS THOUGH IT'S A PHYSICAL THING...!



BUT THEN, AT THAT TENSION-PACKED INSTANT...!

YOU ARE JUST IN TIME, TORCH! YOUR ADVERSARY IS OVER THERE! YOU MUST SOMEHOW ENSNARE HIM!

I HEAR YA TALKIN', PAL! JUST SIT TIGHT AND WATCH MY SMOKE!!

CONTINUED AFTER NEXT PAGE

PLAY 1965 BIG LEAGUE BASEBALL GAMES

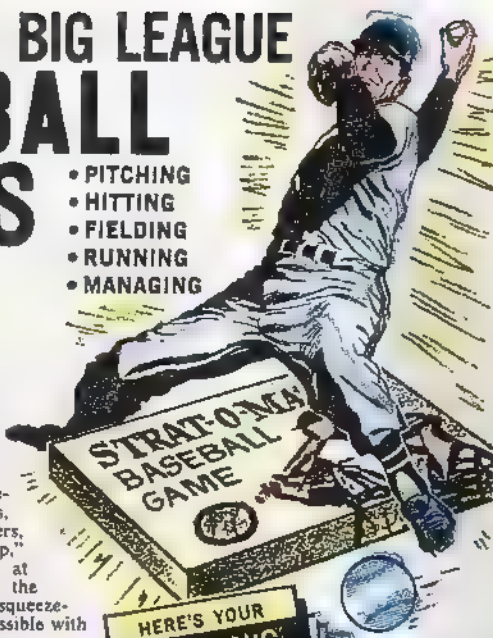
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- FIELDING
- RUNNING
- MANAGING

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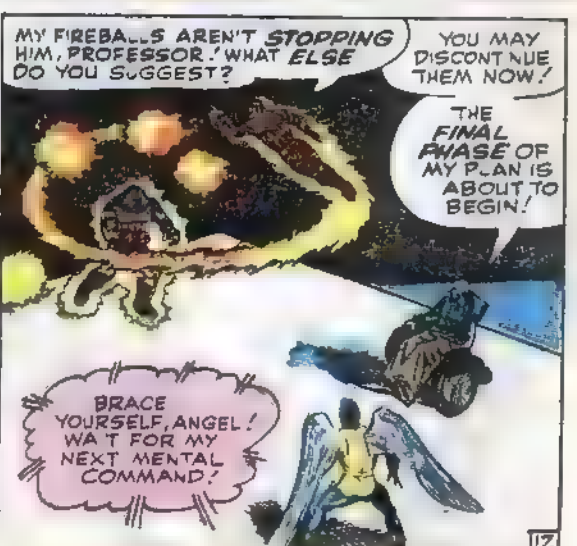
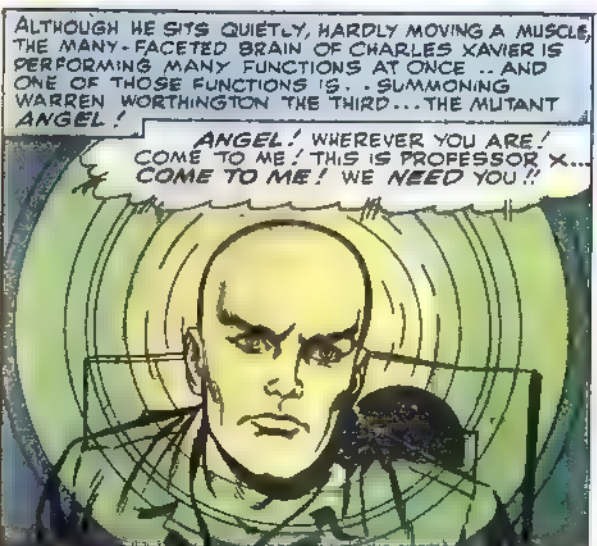
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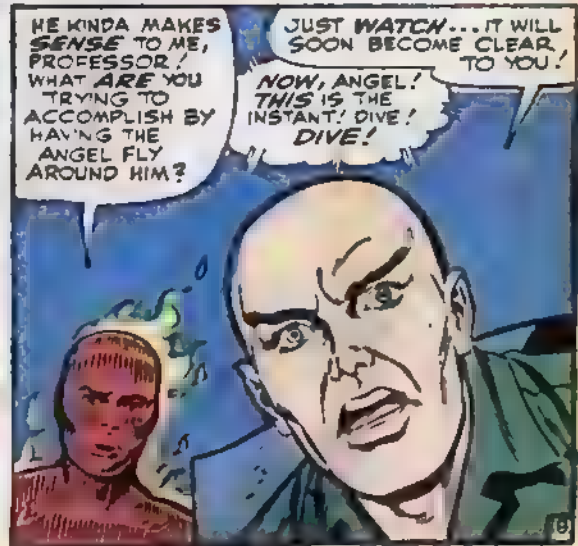
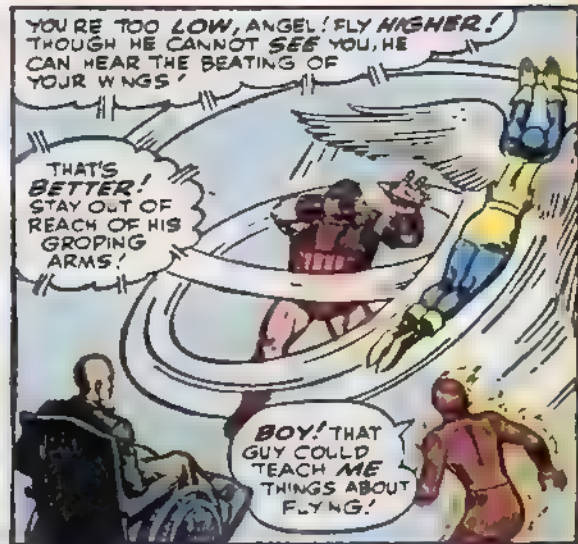
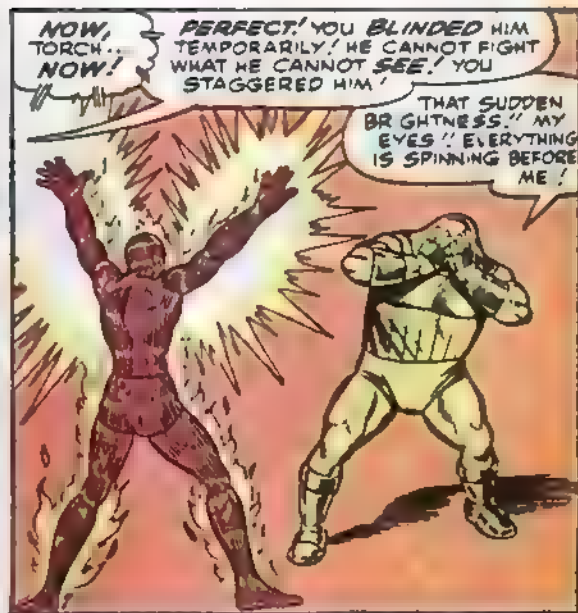
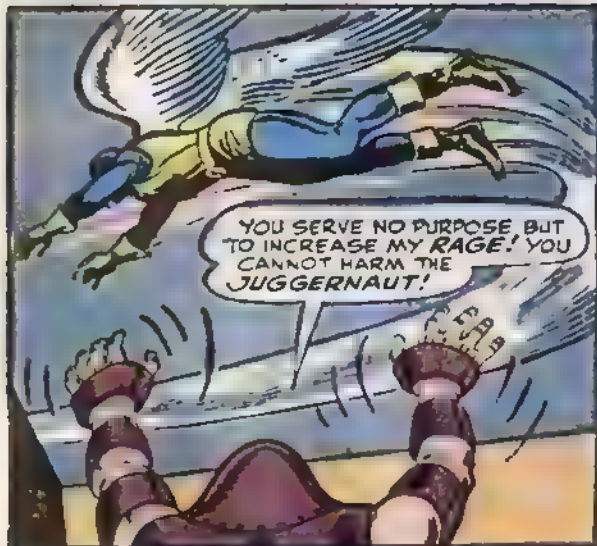
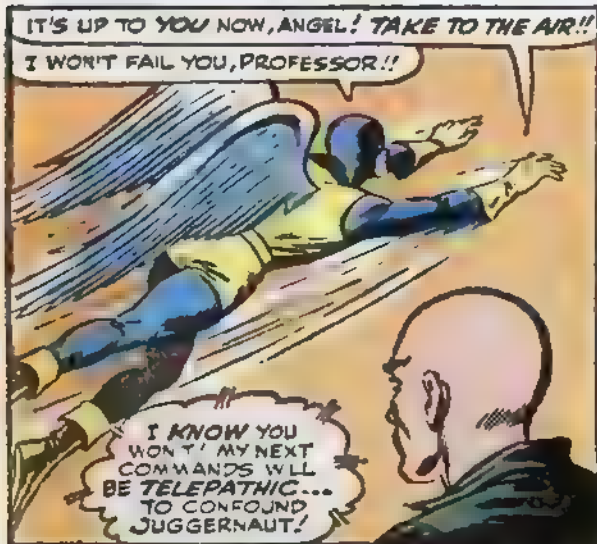
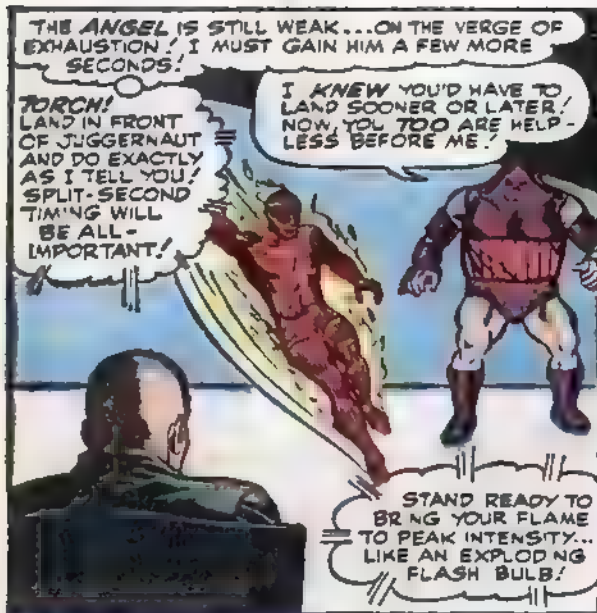
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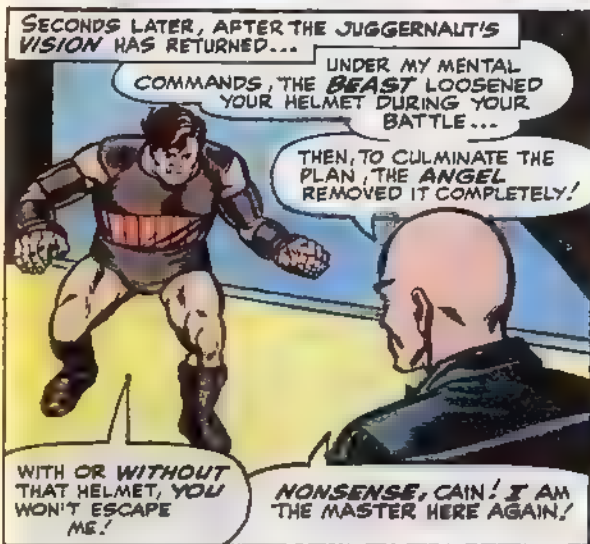


THIS WILL BE YOUR ONLY CHANCE! EVERYTHING DEPENDS UPON IT!



YOU DID IT! HE'S VULNERABLE NOW!

MY HELMET!!



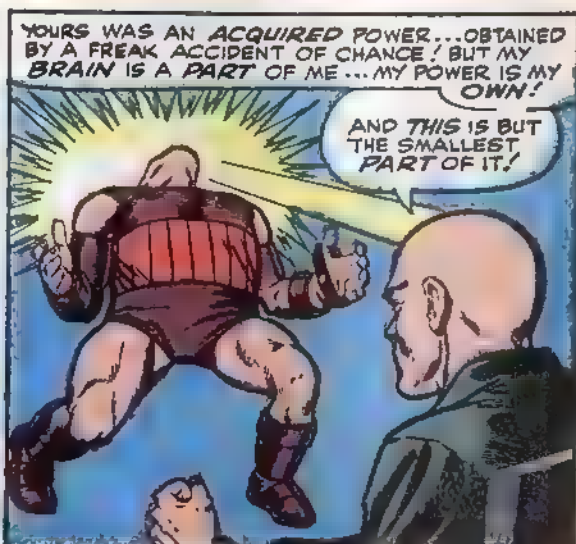
SECONDS LATER, AFTER THE JUGGERNAUT'S VISION HAS RETURNED...

UNDER MY MENTAL COMMANDS, THE BEAST LOOSENEED YOUR HELMET DURING YOUR BATTLE...

THEN, TO CULMINATE THE PLAN, THE ANGEL REMOVED IT COMPLETELY!

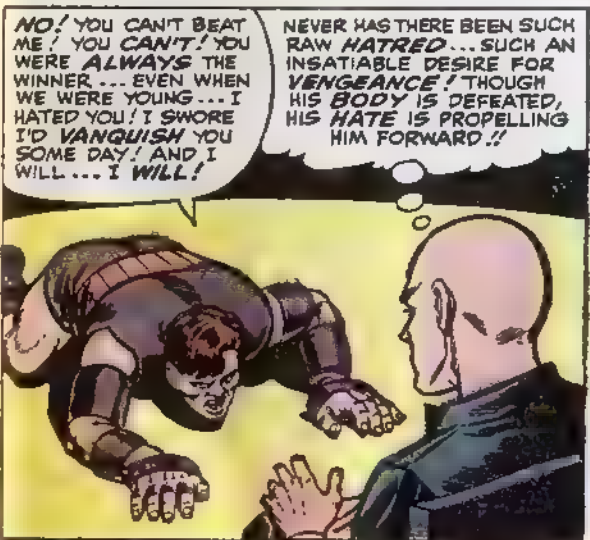
WITH OR WITHOUT THAT HELMET, YOU WON'T ESCAPE ME!

NONSENSE, CAIN! I AM THE MASTER HERE AGAIN!



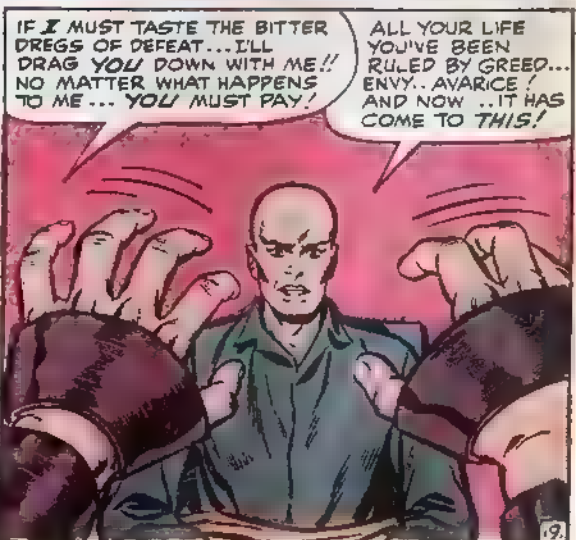
YOURS WAS AN ACQUIRED POWER...OBTAINED BY A FREAK ACCIDENT OF CHANCE! BUT MY BRAIN IS A PART OF ME...MY POWER IS MY OWN!

AND THIS IS BUT THE SMALLEST PART OF IT!



NO! YOU CAN'T BEAT ME! YOU CAN'T! YOU WERE ALWAYS THE WINNER...EVEN WHEN WE WERE YOUNG...I HATED YOU! I SWORE I'D VANQUISH YOU SOME DAY! AND I WILL...I WILL!

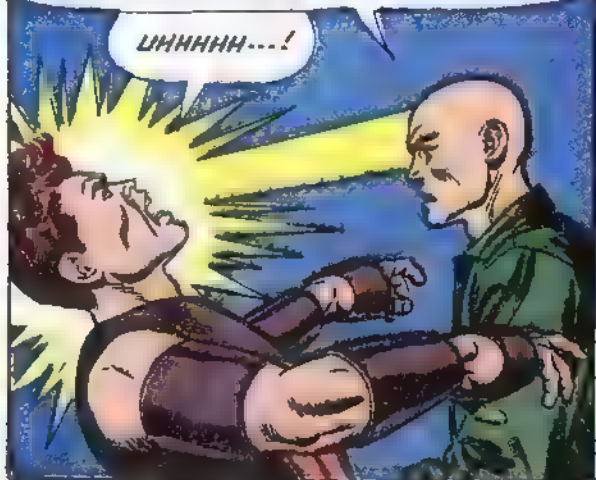
NEVER HAS THERE BEEN SUCH RAW HATRED...SUCH AN INSATIABLE DESIRE FOR VENGEANCE! THOUGH HIS BODY IS DEFEATED, HIS HATE IS PROPELLING HIM FORWARD!!



IF I MUST TASTE THE BITTER DREGS OF DEFEAT...I'LL DRAG YOU DOWN WITH ME!! NO MATTER WHAT HAPPENS TO ME...YOU MUST PAY!

ALL YOUR LIFE YOU'VE BEEN RULED BY GREED... ENVY...AVARICE! AND NOW...IT HAS COME TO THIS!

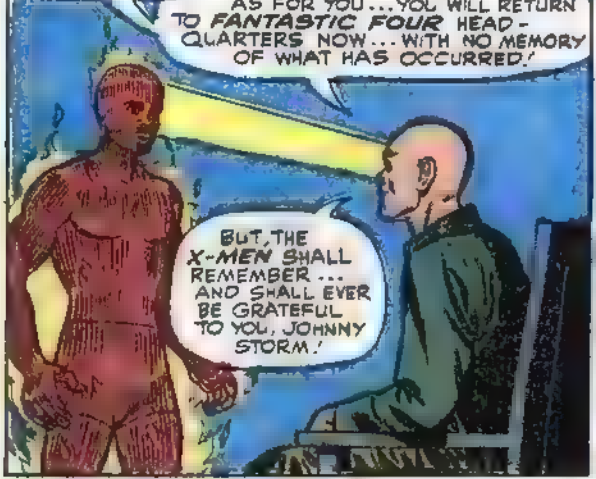
IF THINGS HAD BEEN DIFFERENT, WE MIGHT HAVE BEEN FRIENDS... WE MIGHT HAVE TRULY BEEN **BROTHERS!** BUT YOU WOULD HAVE IT NO OTHER WAY! THIS FINAL CHAPTER WAS WRITTEN WHEN WE FIRST MET! THIS IS THE ONLY WAY IT COULD HAVE ENDED!



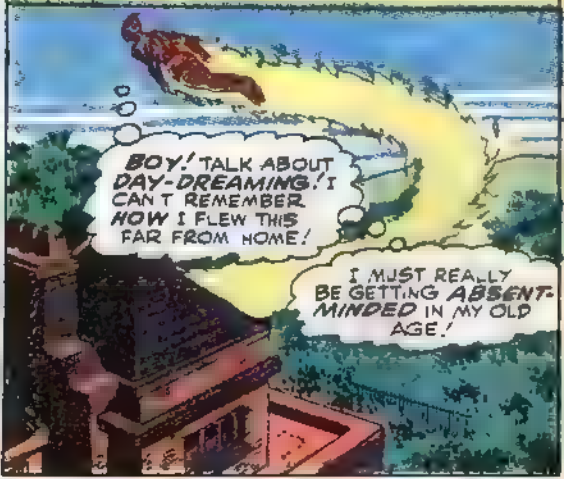
I DON'T GET IT! ALL YOU DID... WAS LOOK AT HIM!! IT'S BEST YOU THINK SO, MY YOUNG FRIEND!



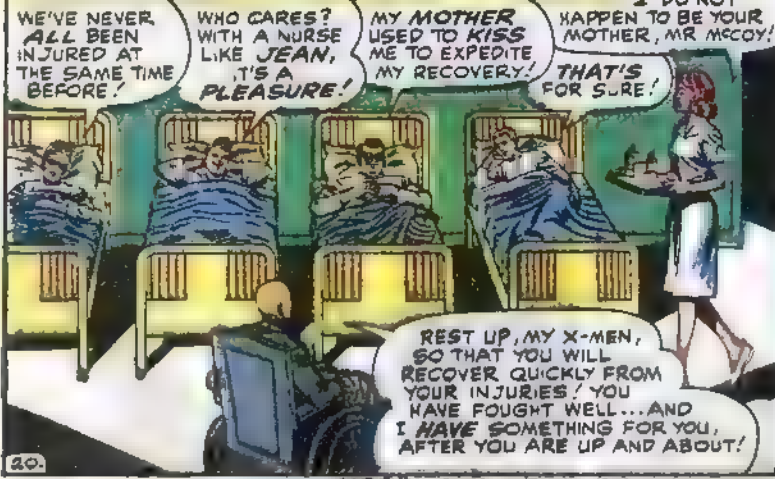
HE WILL RECOVER... AND, WITHOUT HIS HELMET, THE AUTHORITIES WILL BE ABLE TO KEEP HIM IN CONFINEMENT!



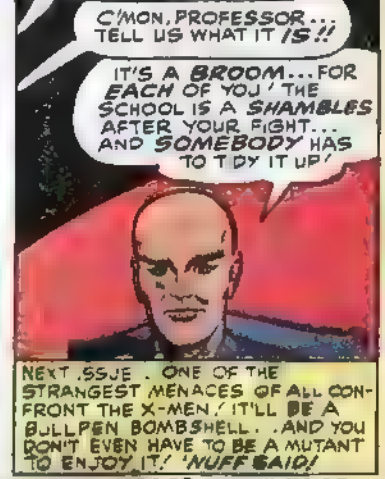
THUS, SECONDS LATER, A FAMOUS, FLAMING FIGURE BLAZES ACROSS WESTCHESTER TOWARDS THE HEART OF MANHATTAN...



WHILE, THE FOLLOWING DAY, THINGS ARE SOMEWHAT MORE PLACID AMONG THE WORLD'S MOST UNUSUAL TEEN-AGERS...



HOW ABOUT THAT? WE'RE GONNA GET A REWARD!



NOTE: OUR LETTERS SECTION APPEARS AFTER, NEXT PAGE...

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SHOP BY MAIL

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You'll Gladly With Pride Of Achievement When Your Friends
Admire Your Haircut. E-Z Cut. The Simplicity of E-Z Cut
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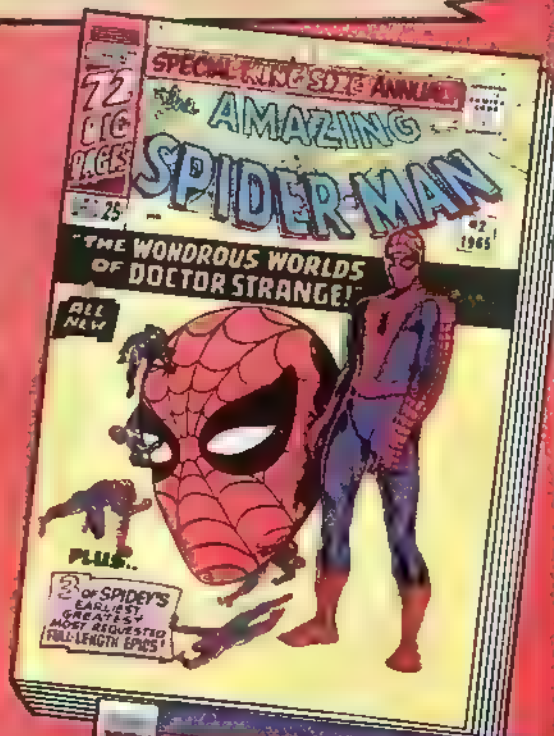
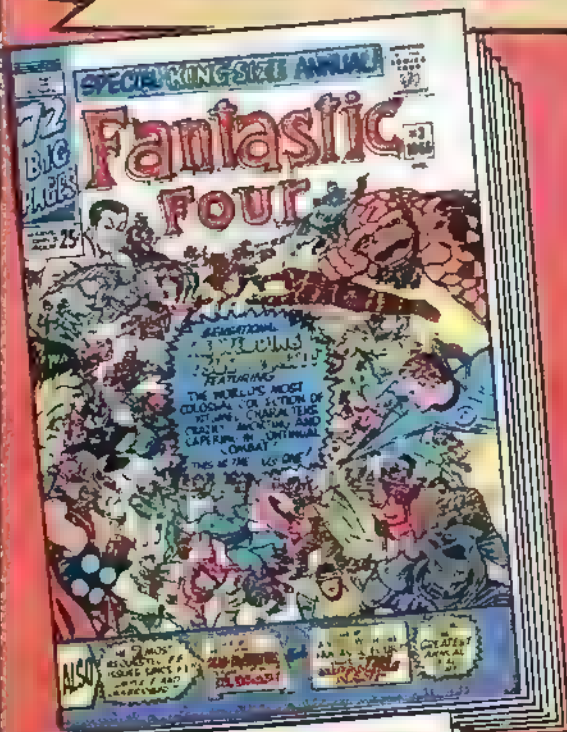


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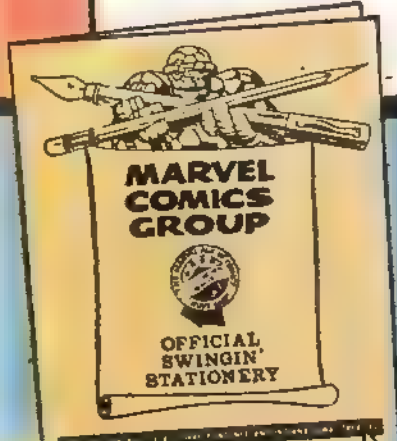
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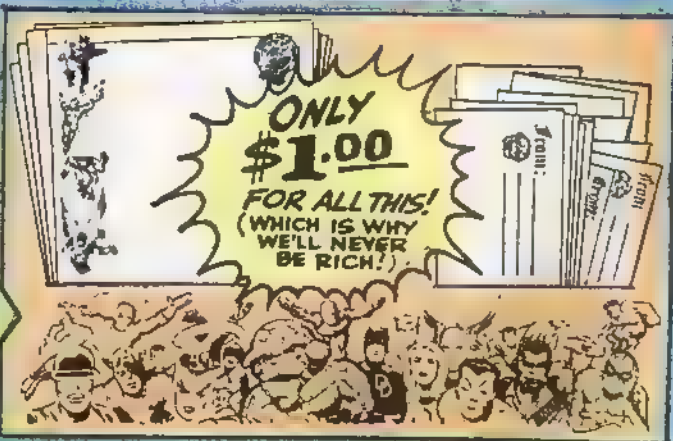


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—Well, it looks as though Jolly Juggy got his come-uppance at last! Whether he'll return or not depends mostly on you—and, judging by your reaction to Magneto's reappearances issue after issue after issue, we suspect you'll be willing to do without Jug for a while. But, while we're waiting for your usual cogent comments, let's x-mine our Marvel-ous mail...

Dear Stan and Jack,

I just finished reading X-MEN #11 and I think it was great! When I got to page 19 and read the panel where Cyclops says the Professor if the X-Men would have to be disbanded, I said to myself, "Oh, no!" I was greatly relieved when the Professor answered "no" to Cyclops' question. Now I have a question. When Cyclops is wearing his uniform, how does he open his visor to let his beams out and how does he close his visor to block off the beam? Now that I've told you how great the story was, let me tell you its bad points. First of all, on the cover, all the spectators' faces were white. Now don't think I'm not being reasonable, of course I've heard of being as white as a ghost, but that was ridiculous! Secondly, on the cover, the Prof. was shown with the X-Men. The people surely would have realized that he worked with the X-Men. I know the Prof. doesn't want this bit of information made public because on page 19 of the same ish, the Prof. tells the beast to stop the policemen so they wouldn't see who he is 'cause they would then know that he worked with the X-Men. Though there were a few bad points, the great artwork and the great story made this ish the same as all Marvel mags—great!

Larry Borden, 67-36 214th St.
Bayside, N.Y.

We'll answer your query about Cyclops' visor in some future story, Larry. (We'll need the time to figure it out ourselves!) As for the Prof. bring with the X-Men on the cover, it's got us completely stumped! So, we'll take the coward's way out as usual—a double-size no-prize to the x-pert who sends us the best answer to help us get off the hook!

—For those of you who've been cruising underseas with the Nautilus and haven't heard the mind stagger ng news, here's the inside info on our great Marvel Annuals for '65, in capsule form: The leader, of course, is the great FANTASTIC FOUR ANNUAL, featuring the wedding of Reed and Sue, and presenting more heroes and villains in one story than have ever been seen since the stone age! The special SPIDEY ANNUAL has a lulu of a yarn entitled "The Wandrous Worlds of Dr. Strangel" which is probably worth the price alone! The new THOR ANNUAL presents one of the greatest battles of all time as the mighty Thunder God battles none other than Hercules for page, after page, after page... Even SGT. FURY and his HOWLING COMMANDOS have their own Annual, featuring a Korean War epic showing how Fury received his first battle-d commission! And, dig this—the magnificent MARVEL TALES ANNUAL features the origin of the X-MEN, the AVENGERS, and DR. STRANGE—as well as an old time tale of the HULK and a surprise thriller from AMAZING ADULT FANTASY! (Remember '72? If you miss any of those fabulous king-size mags, you've only yourself to blame! 'Nuff said!

Dear Stan and Jack,

I know it's a crazy question, and that you'll come up with a good answer. I have faith in you, but why, on page 3, panel 5 of X-MEN #11 did you paint the Stranger's beard green? I really enjoyed reading about the Stranger, and hope to hear more from him in the future. I'd especially like to know more about his mysterious powers. One other thing, the educational value of your

magazines cannot be measured. They are worth their weight in gold. Orrin E. Russell, Jr., 1217 Ironton Ave. Aurora, Colorado

Maybe that's why we're not rich—we never thought of weighing 'em! As for the Stranger's beard on Page 3, Orry, in our ish his beard's okay—it's his shirt that's green! Anyway, what's the diff, just so long as it covers that gravy stain on his chin!

Dear Stan and Jack,

I just finished reading ish #11 of the X-MEN and must say that you have topped all previous issues with the most unique story plot and art in all literature. The cover was perfect without any word balloons or captions of praise on it. Of course you will bring back Magneto, won't you? He is (or was) your best villain, though I preferred him fighting alone. By the way, Stan, I have a dandy little hacksaw blade here that I can slip you in my next letter. Those chains keeping you tied to your typewriter must be even heavier than mine!

Philip Gouse, D.D. 2
Etters, Pa.

Stan isn't chained to a typewriter, Phil—he is a typewriter!

THE MIGHTY MARVEL CHECKLIST

A Line-Up Of Some Of The Marvel-ous Mags On Sale Right Now!

FANTASTIC FOUR #43: This is the payoff of the F.F.'s most deadly battle! You'll earn the dramatic fate of the Thing, as well as the startling secret of the Human Torch! Truly, this epic will make magazine history!

SPIDER-MAN #29: Hang onto your hat! The Scorpion is back—more dangerous than ever. Never has Spidey bottled more desperately! Never have you thrilled to a greater action tale!

AVENGERS #20: Fans everywhere are talking about the unexpected drama, the powerful appeal of this newest of Marvel fighting groups! You too will gape in wonder at what befalls the Swordsman!

DAREDEVIL #9: A completely different type of adventure for D.D.: He dares to invade a killer's castle in another country, and runs into one of the strangest dangers any costumed hero has ever faced. Also, he finally consents to an eye operation, and—but why not see for yourself?

THOR #120: All we have to tell you about this sensational issue is that it features the return of one of Thor's most spectacular foes! Because you demanded him we present the return of the Absorbing Man!

STRANGE TALES #137: Nick Fury, Agent of Shield, realizes that Hydra has finally begun its most daring attack upon the human race! Also, you'll see the battle you never expected when Dr. Strange confronts the Ancient One himself!

SUSPENSE #70: Iron Man reaches new heights of glory in this unforgettable saga of the Titanium Man, as death once again embraces a Marvel character! While Captain America's dilemma is too fearful to describe on this page!

ASTONISH #72: The Imagination of Stan Lee—the art of Adam Austin—make Sub-Manner's thriller a breath-taking spectacle as Lady Dorma meets a dreadful fate! As for the Hulk, this one has to be seen to be believed!

SGT. FURY #22: Only mighty Marvel could present an epic like this! Against the background of World War Two's famous Platoon, air raid, Fury and Sgt. McGivney fight their own private war, as on y they can! It's a swingin', som bang sensa on!

Dear Stan and Jack,

Now that you've gotten rid of Magneto (X-MEN #11) it's time to figure out how to bring him back again. Magneto is one of your best bad guys, so why not have him escape from the Stranger along with the Toad and Mastermind, or maybe the aliens free the three mutants after they

have finished studying them. Magneto could then return to Earth and find two more mutants to replace the Scarlet Witch and Quicksilver. Of course, this should take place about five issues from now when everyone has almost forgotten Magneto.

Gary Walker, 700 Wayland Lane
Gilroy, Calif.

There's only one problem, Gary—by the time everyone's almost forgotten Magneto, we'll have forgotten him, too! But, no one ever knows what'll happen next in a mixed-up Marvel mag—least of all us!

Dear Stan and Jack,

I'll be superamalgamated! X-MEN #11 was truly a magnificent story. The Stranger was no regular villain. In fact, I don't know if he was a menace at all! In a way he reminded me of The Watcher. I'm glad Magneto is gone too; he wasn't very attractive to me, (sick pun). I've noticed every once in a while Professor X favors The Fugitive. Is this why he stays away from the police? Seriously, I think the X-Men are getting greater each issue. There is but one way I can express my feelings toward the Bullpen. In the immortal words of Ludloe Bushmatt: "I love ya all!" Eddie Eddings, 6307 Thrush Houston, Tex.

Hey, Ed, did Ludloe ever meet our buddy, Irving Forbush? He sounds like they'd have a lot in common! Y'know, many many Marvelians wrote to say that the Stranger reminded them of the Watcher—so, if it's okay with our frantic ones, maybe we'll lump 'em both together in a yarn some time! (Just so long as they don't get temperamental and argue about whose name has to appear first!)

Dear Stan,

Congrats on the new Avengers. Now that Quicksilver and the Scarlet Witch have joined the Avengers, they have even more variety than when High-Pockets and Iron-Man were there—although I like both Rustpot and Henry Pym, too! Hawkeye is something new! I used to dabble in archery a bit, and would like to see him in action more! Zowie! Captain America makes a nice Avengers leader, what with his experience. I think Thor should stay in the Avengers, too. After all, Thor is the one who usually gives the shout: "Avengers Assemble!" Now, for the X-Men (this is a big time for mutants!). I like the way you handled Magneto. Magneto was always a shmoe to me, with the same cornball dialogue: "Serve me or die!" (he once said this in Howard Johnson's, yet!) And the frisky little Tond was always hopping around saying: "Magneto can do anything!" (What I wanna know is if ol' Magneto could fill out an income tax form!) I like the way you handle the Beast. You make him better each ish. You know, sometimes when I dangle by the rails (actually the balustrade) of the attic stairs, I have often made quips to myself, like "Hold 'er there, man!" So when he dangled from the helicopter, I really enjoyed it! The Iceman is getting better all the time, too. He uses the argot more, and talks more like Torchy useta. The one trouble is the Angel. All the other X-Men have gimmicks. The big thing about the Angel is he drives cars and listens to the TV and radio. This for a guy with wings? He talks a lot like Jack Kirby! Imagine a Jack Kirby with wings! Maybe the Angel should speak Hindustani all a time to spice up things, or take pictures from the air with his camera, or fight Spider-Man. Maybe he should give a war-cry like the Torch: "Flaps up!" Well, keep it going, guys.

Roger Gilman, 400 Ward St.
Newton Ctr., Mass.

We'll keep it going all right, Rog—the only thing worrying us is—where the heck are we heading?

Dear Stan and Jack,

Wow! Sound undignified? Sound hypocritical coming from me, who has written letter upon letter encouraging Stan Lee to become Mr. Grammar incarnate? Well, I'll

admit that "wow" isn't a word I would use in making a speech before the D.A.R., but it's the best word I can think of to express my opinion of X-MEN #11! What an issue! To start off this completely laudatory letter, the cover shocked me. It was great! There were none of the idiotic, annoying blurbs ("Another Triumph for Stammerin' Stan! A Story That Will Live Forever In This, The Marvel Age of Comics!") that were so sickeningly prevalent last ish. The entirety of the cover was devoted to artwork and the name of the story's main character done with taste. All in all, it was one of the best covers I've ever seen on a Marvel mag. Within, the issue was undoubtedly the greatest Marvel ever printed! The Stranger was a weird, fascinating character, intriguing even though I guessed almost right away that he was no mutant. Magneto and his quipping met the most deserving end of any two hoods in history, not at all like the fate of other crooks, who either escape time after time or are simply slapped behind the well-known iron bars once again. I could go on and on, but I suppose I'd better cut this letter short. Usually I like to terminate my correspondence with some devastatingly witty remark to the editor, but now I guess I'll just have to repeat myself on the magazine you call X-MEN—WOW!

Guy H. Lillian III, 718 Spring Drive
Walnut Creek, Calif.

Thanks a lot, Guy! We like that phrase! Mind if we use it some time? "Another Triumph for Stammerin' Stan!"—It's a doozy! (See? Can't put us down!)

—Special note: We want to thank the editors of New York's famous VILLAGE VOICE for the wonderful write-up they gave the Marvel Group, and the FANTASTIC FOUR and SPIDER-MAN in particular. We're frankly flattered and pleased as punch! 'Nuff said!

—We've just got room to say we hope you're enjoying your nutty Marvel T-shirts as well as your swingin' stationery! We're working like mad to bring you many other unusual and exciting items in the months to come, so keep watching. And remember to keep your M.M.M.S. membership pin in a safe place—it's becoming the biggest "in" thing in town!

Dear Stan and Jack,

I can't help but marvel at the incredible way that two men with such obviously low I.Q.'s as your own can work out such wonderful mags as you have produced. (Maybe it's because there is so much stupidity that it can't get any worse, so that is why the results get better?) I have been reading your mags for two or three months, and have read about thirty comics by your group. Like I said before, they keep getting better. One fact I'd like to get clear. If the Angel had his power at birth, how come his parents never knew that he was a mutant?

Pedro Higgins, 94 Grafton Rd.
Glen Innes, N.S.W., Australia

Relax, Pedro—we'll explain the whole thing in some future ish (as soon as we figure it out)! So, don't dare miss one, from now to eternity! But, you kinda shook us up by calling us stupid—all this time we thought that was the best-kept secret since D-day!

—Next ish will be jam-packed with surprises! Stan has a few new ideas for the X-Men that he's been playing around with, and we think you're gonna flip over them! So, all we'll tell you right now is—be sure to grab X-Men #14. After all, you might meet Irving Forbush at an M.M.M.S. march, and what'll you talk about if you haven't read it? So, till then, face front—and if you find the Temple of Cyttorak, mention Juggernaut's name when you go in—they'll be sure to give you a good seat! We'll be seein' ya!

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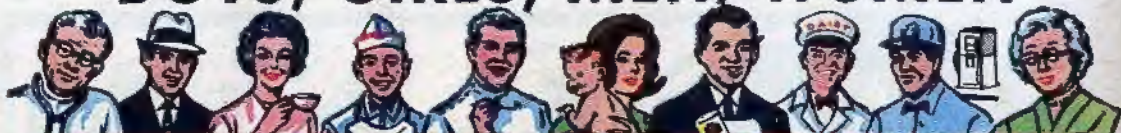
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